

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF CALIFORNIA - SAN FRANCISCO DIVISION

Case number (if known) Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

| | | |
|--|---|--|
| 1. Debtor's name | Three Partridge Road, Inc. | |
| 2. All other names debtor used in the last 8 years Include any assumed names, trade names and doing business as names | DBA Urban EDC Supply DBA Spotted by Humphrey DBA GrowthJet | |
| 3. Debtor's federal Employer Identification Number (EIN) | 47-4388522 | |
| 4. Debtor's address | Principal place of business 500 Masonic Ave., #8 San Francisco, CA 94117 Number, Street, City, State & ZIP Code San Francisco County | Mailing address, if different from principal place of business P.O. Box, Number, Street, City, State & ZIP Code Location of principal assets, if different from principal place of business 430 Valley Dr. Brisbane, CA 94005 Number, Street, City, State & ZIP Code |
| 5. Debtor's website (URL) | urbanedc.com, urbanedcsupply.com, spottedbyhumphrey.com | |
| 6. Type of debtor | <input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: | |

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5399

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. Check **all** that apply:

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No.
☐ Yes.

If more than 2 cases, attach a separate list.

| | | | | | |
|----------|-------|------|-------|-------------|-------|
| District | _____ | When | _____ | Case number | _____ |
| District | _____ | When | _____ | Case number | _____ |

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? ☒ No ☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor Relationship
District _____ When _____ Case number, if known _____

11. Why is the case filed in this district? Check all that apply:
- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention? ☒ No ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.
- Why does the property need immediate attention? (Check all that apply.)**
- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____
- Where is the property?** _____
Number, Street, City, State & ZIP Code
- Is the property insured?**
- ☐ No
- ☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds Check one:
- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors
- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated Assets
- | | | |
|---|--|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input checked="" type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities ☐ \$0 - \$50,000 ☒ \$1,000,001 - \$10 million ☐ \$500,000,001 - \$1 billion

Debtor

Three Partridge Road, Inc.

Case number (if known)

Name

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **June 11, 2024**
MM / DD / YYYY

X /s/ Yong-Soo Chung
Signature of authorized representative of debtor

Title **CEO**

Yong-Soo Chung
Printed name

18. Signature of attorney

X /s/ Stephen D. Finestone
Signature of attorney for debtor

Date **June 11, 2024**
MM / DD / YYYY

Stephen D. Finestone 125675
Printed name

Finestone Hayes LLP
Firm name

456 Montgomery St., 20th Floor
San Francisco, CA 94104
Number, Street, City, State & ZIP Code

Contact phone **415 421-2624** Email address **sfinestone@fhllawllp.com**

125675 CA
Bar number and State

**WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
THREE PARTRIDGE ROAD INC.,
a California Corporation**

May 15, 2024

The undersigned, as the sole member of the Board of Directors (the “**Board**”) of Three Partridge Road Inc. (the “**Company**”), acting by unanimous written consent without a meeting pursuant to California Corporations Code § 7211(b) and the Company’s bylaws, does hereby consent to the adoption of the following resolutions and agrees that such resolutions shall have the same force and effect as if they were approved and adopted at a duly constituted meeting of the Board.

WHEREAS, the Board has reviewed the historical performance of the Company, the market for the Company’s services, and the current and long-term liabilities of the Company as of the date hereof;

WHEREAS, the Board has been monitoring the performance of the Company and exploring various alternatives for the Company in connection with its relationship with its creditors, particularly with respect to its business operations and its liabilities;

WHEREAS, the Board has determined that it is advisable and in the best interests of the Company, its creditors, its shareholders, and other interested parties that a voluntary petition (the “**Bankruptcy Case**”) be filed by the Company under the provisions of Chapter 11 of Title 11 of the United States Code (the “**Bankruptcy Code**”);

WHEREAS, the Board has determined that it is advisable and in the best interests of the Company, its creditors, its shareholders, and other interested parties that the Company file all petitions, motions, declarations, schedules, lists, and other papers or documents necessary or proper to obtain relief under the Bankruptcy Case (the “**Bankruptcy Petitions**”); and

WHEREAS, the Board has determined that it is advisable and in the best interests of the Company, its creditors, its shareholders, and other interested parties that the Company take any and all actions necessary or proper to obtain relief under the Bankruptcy Case, including retaining any and all assistance by legal counsel, financial advisers, accountants, and/or other professionals and to take any and all action necessary and proper in connection with the Bankruptcy Case, with a view to the successful prosecution of such case (collectively, the **Bankruptcy Actions**”);

NOW, THEREFORE, BE IT RESOLVED, that (i) the filing, execution, negotiation, delivery, and performance of the Bankruptcy Petitions and the Bankruptcy Actions on behalf of the Company be, and hereby is, approved, confirmed, and ratified, and (ii) Yong-Soo Chung and anyone acting under his authority (the “**Authorized Representatives**”) are, and each of them acting alone hereby is, authorized, empowered, and directed, in the name of and on behalf of the Company, to execute, deliver, and perform the Bankruptcy Petitions, the Bankruptcy Actions,

and such other ancillary agreements, documents, and certificates as the Authorized Officer executing the same determines is necessary or appropriate;

RESOLVED FURTHER, that all acts lawfully done, or actions lawfully taken by the Authorized Representatives of the Company to seek relief under the Bankruptcy Code or in connection with the Bankruptcy Case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Company.

RESOLVED FURTHER, that the Authorized Representatives of the Company are authorized and directed to engage legal counsel, financial advisers, accountants, and/or other professionals, execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of legal counsel, financial advisers, accountants, and/or other professionals to the Company in furtherance of the Company's objectives pursuant to the Bankruptcy Case.

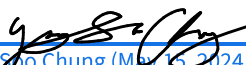
GENERAL AUTHORIZATION

RESOLVED FURTHER, that the Authorized Representatives, and any Authorized Representative acting alone, be, and each of them acting alone hereby is, authorized, empowered and directed, in the name of and on behalf of the Company, to execute and deliver any and all other agreements, certificates, deeds, instruments, petitions, motions, declarations, or other documents required to be filed or entered into or contemplated by the foregoing resolutions, including any certificates, and to do or cause to be done any and all further acts and things which any such Authorized Representative(s) may deem necessary, advisable, or appropriate in connection with the execution, delivery, and performance of the Bankruptcy Petitions and the Bankruptcy Actions;

RESOLVED FURTHER, that the consummation of the actions contemplated by the foregoing resolutions and the execution and delivery by the Authorized Representative, and any Authorized Representative acting alone, of any document, agreement, certificate, or instrument and the doing by such Authorized Representative(s) of any act in connection with the foregoing shall conclusively establish his or her authority to do so on behalf of the Company;

RESOLVED FURTHER, that any and all actions heretofore taken by the Authorized Representatives, and any Authorized Representative acting alone, in connection with the matters contemplated by the foregoing resolutions be, and they hereby are, approved, ratified, and confirmed in all respects as fully as if such actions had been presented for approval prior to such actions being taken; and

IN WITNESS WHEREOF, the undersigned, being the sole member of the Board of the Company, has executed this unanimous written consent on and as of the date first set forth above.


Yong-Soo Chung (May 15, 2024 14:31 PDT)
Yong-Soo Chung

| | | |
|--|---|---|
| Form 1120-S <small>Department of the Treasury Internal Revenue Service</small> | U.S. Income Tax Return for an S Corporation Do not file this form unless the corporation has filed or is attaching Form 2553 to elect to be an S corporation. Go to www.irs.gov/Form1120S for instructions and the latest information. | <small>OMB No. 1545-0123</small> <div style="font-size: 24pt; font-weight: bold;">2022</div> |
| For calendar year 2022 or tax year beginning , 2022, ending , | | |
| A S election effective date <div style="border: 1px solid black; padding: 2px;">6/19/2015</div> | TYPE OR PRINT THREE PARTRIDGE ROAD INC 500 MASONIC AVE APT 8 SAN FRANCISCO, CA 94117 | D Employer identification number 47-4388522 E Date incorporated 6/19/2015 F Total assets (see instructions) \$ 489,201. |
| B Business activity code number (see instructions) 458110 | | |
| C Check if Schedule M-3 attached <input type="checkbox"/> | | |
| G Is the corporation electing to be an S corporation beginning with this tax year? See instructions. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| H Check if: (1) <input type="checkbox"/> Final return (2) <input type="checkbox"/> Name change (3) <input type="checkbox"/> Address change (4) <input type="checkbox"/> Amended return (5) <input type="checkbox"/> S election termination | | |
| I Enter the number of shareholders who were shareholders during any part of the tax year: _____ 1 | | |
| J Check if corporation: (1) <input type="checkbox"/> Aggregated activities for section 465 at-risk purposes (2) <input type="checkbox"/> Grouped activities for section 469 passive activity purposes | | |
| Caution: Include <u>only</u> trade or business income and expenses on lines 1a through 21. See the instructions for more information. | | |
| I N C O M E | 1 a Gross receipts or sales..... | 1 a 5,837,425. |
| | b Returns and allowances..... | 1 b 318,305. |
| | c Balance. Subtract line 1b from line 1a..... | 1 c 5,519,120. |
| | 2 Cost of goods sold (attach Form 1125-A)..... | 2 3,709,110. |
| | 3 Gross profit. Subtract line 2 from line 1c..... | 3 1,810,010. |
| | 4 Net gain (loss) from Form 4797, line 17 (attach Form 4797)..... | 4 |
| | 5 Other income (loss) (see instrs — att statement)..... | 5 SEE STATEMENT 1 -513. |
| | 6 Total income (loss). Add lines 3 through 5..... | 6 1,809,497. |
| D E D U C T I O N S S E E I N S T R U C T I O N S | 7 Compensation of officers (see instructions — attach Form 1125-E)..... | 7 |
| | 8 Salaries and wages (less employment credits)..... | 8 667,789. |
| | 9 Repairs and maintenance..... | 9 |
| | 10 Bad debts..... | 10 |
| | 11 Rents..... | 11 681,523. |
| | 12 Taxes and licenses..... | 12 60,599. |
| | 13 Interest (see instructions)..... | 13 83,672. |
| | 14 Depreciation from Form 4562 not claimed on Form 1125-A or elsewhere on return (attach Form 4562)..... | 14 24,086. |
| | 15 Depletion (Do not deduct oil and gas depletion.)..... | 15 |
| | 16 Advertising..... | 16 98,263. |
| | 17 Pension, profit-sharing, etc., plans..... | 17 1,118. |
| 18 Employee benefit programs..... | 18 8. | |
| 19 Other deductions (attach statement)..... | 19 SEE STATEMENT 2 795,459. | |
| 20 Total deductions. Add lines 7 through 19..... | 20 2,412,517. | |
| 21 Ordinary business income (loss). Subtract line 20 from line 6..... | 21 -603,020. | |
| T A X A N D P A Y M E N T S | 22 a Excess net passive income or LIFO recapture tax (see instructions)..... | 22 a |
| | b Tax from Schedule D (Form 1120-S)..... | 22 b |
| | c Add lines 22a and 22b (see instructions for additional taxes)..... | 22 c |
| | 23 a 2022 estimated tax payments and 2021 overpayment credited to 2022..... | 23 a |
| | b Tax deposited with Form 7004..... | 23 b |
| | c Credit for federal tax paid on fuels (attach Form 4136)..... | 23 c |
| | d Add lines 23a through 23c..... | 23 d |
| | 24 Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/> | 24 |
| | 25 Amount owed. If line 23d is smaller than the total of lines 22c and 24, enter amount owed..... | 25 0. |
| | 26 Overpayment. If line 23d is larger than the total of lines 22c and 24, enter amount overpaid..... | 26 |
| 27 Enter amount from line 26: Credited to 2023 estimated tax Refunded | 27 | |
| Sign Here <div style="border: 1px solid black; padding: 5px;"> Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. </div> | <div style="display: flex; justify-content: space-between;"> <div> Signature of officer _____ Date _____ </div> <div> PRESIDENT Title _____ </div> </div> | |
| Paid Preparer Use Only | <div style="display: flex; justify-content: space-between;"> <div> Print/Type preparer's name CARLOS CARDOSO, EA </div> <div> Preparer's signature CARLOS CARDOSO, EA </div> <div> Date _____ </div> </div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div> Firm's name ECO-TAX INC. </div> <div> Firm's EIN 43-1990034 </div> </div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div> Firm's address 2709 CONEY ISLAND AVE GROUND FL BROOKLYN, NY 11235 </div> <div> Phone no. (347) 673-6360 </div> </div> | |

| Schedule B Other Information (see instructions) | | | | Yes | No |
|--|--|--------------------------------|--------------------------------|---|----|
| 1 Check accounting method: a <input checked="" type="checkbox"/> Cash b <input type="checkbox"/> Accrual c <input type="checkbox"/> Other (specify) _____ | | | | | |
| 2 See the instructions and enter the: a Business activity <u>ECOMMERCE LOGISTICS</u> b Product or service <u>ECOMMERCE LOGISTICS</u> | | | | | |
| 3 At any time during the tax year, was any shareholder of the corporation a disregarded entity, a trust, an estate, or a nominee or similar person? If "Yes," attach Schedule B-1, Information on Certain Shareholders of an S Corporation | | | | | X |
| 4 At the end of the tax year, did the corporation: a Own directly 20% or more, or own, directly or indirectly, 50% or more of the total stock issued and outstanding of any foreign or domestic corporation? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (v) below. | | | | | X |
| (i) Name of Corporation | (ii) Employer Identification Number (if any) | (iii) Country of Incorporation | (iv) Percentage of Stock Owned | (v) If Percentage in (iv) is 100%, Enter the Date (if applicable) a Qualified Subchapter S Subsidiary Election Was Made | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (v) below. | | | | | X |
| (i) Name of Entity | (ii) Employer Identification Number (if any) | (iii) Type of Entity | (iv) Country of Organization | (v) Maximum % Owned in Profit, Loss, or Capital | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| 5a At the end of the tax year, did the corporation have any outstanding shares of restricted stock? If "Yes," complete lines (i) and (ii) below. | | | | | X |
| (i) Total shares of restricted stock | | | | | |
| (ii) Total shares of non-restricted stock | | | | | |
| b At the end of the tax year, did the corporation have any outstanding stock options, warrants, or similar instruments? If "Yes," complete lines (i) and (ii) below. | | | | | X |
| (i) Total shares of stock outstanding at the end of the tax year | | | | | |
| (ii) Total shares of stock outstanding if all instruments were executed | | | | | |
| 6 Has this corporation filed, or is it required to file, Form 8918, Material Advisor Disclosure Statement, to provide information on any reportable transaction? | | | | | X |
| 7 Check this box if the corporation issued publicly offered debt instruments with original issue discount <input type="checkbox"/> If checked, the corporation may have to file Form 8281, Information Return for Publicly Offered Original Issue Discount Instruments. | | | | | |
| 8 If the corporation (a) was a C corporation before it elected to be an S corporation or the corporation acquired an asset with a basis determined by reference to the basis of the asset (or the basis of any other property) in the hands of a C corporation, and (b) has net unrealized built-in gain in excess of the net recognized built-in gain from prior years, enter the net unrealized built-in gain reduced by net recognized built-in gain from prior years. See instructions \$ _____ | | | | | |
| 9 Did the corporation have an election under section 163(j) for any real property trade or business or any farming business in effect during the tax year? See instructions | | | | | X |
| 10 Does the corporation satisfy one or more of the following? See instructions | | | | | X |
| a The corporation owns a pass-through entity with current, or prior year carryover, excess business interest expense. | | | | | |
| b The corporation's aggregate average annual gross receipts (determined under section 448(c)) for the 3 tax years preceding the current tax year are more than \$27 million and the corporation has business interest expense. | | | | | |
| c The corporation is a tax shelter and the corporation has business interest expense. If "Yes," complete and attach Form 8990, Limitation on Business Interest Expense Under Section 163(j). | | | | | |
| 11 Does the corporation satisfy both of the following conditions? | | | | | X |
| a The corporation's total receipts (see instructions) for the tax year were less than \$250,000. | | | | | |
| b The corporation's total assets at the end of the tax year were less than \$250,000. If "Yes," the corporation is not required to complete Schedules L and M-1. | | | | | |

| Schedule B | Other Information (see instructions) (continued) | Yes | No |
|------------|---|-----|----|
| 12 | During the tax year, did the corporation have any non-shareholder debt that was canceled, was forgiven, or had the terms modified so as to reduce the principal amount of the debt? | | X |
| | If "Yes," enter the amount of principal reduction. \$ | | |
| 13 | During the tax year, was a qualified subchapter S subsidiary election terminated or revoked? If "Yes," see instructions. | | X |
| 14a | Did the corporation make any payments in 2022 that would require it to file Form(s) 1099? | X | |
| b | If "Yes," did or will the corporation file required Form(s) 1099? | X | |
| 15 | Is the corporation attaching Form 8996 to certify as a Qualified Opportunity Fund? | | X |
| | If "Yes," enter the amount from Form 8996, line 15. \$ | | |

| Schedule K | Shareholders' Pro Rata Share Items | Total amount |
|-------------------------------------|---|--------------|
| Income (Loss) | 1 Ordinary business income (loss) (page 1, line 21) | 1 -603,020. |
| | 2 Net rental real estate income (loss) (attach Form 8825) | 2 |
| | 3a Other gross rental income (loss) | 3a |
| | b Expenses from other rental activities (attach statement) | 3b |
| | c Other net rental income (loss). Subtract line 3b from line 3a | 3c |
| | 4 Interest income | 4 |
| | 5 Dividends: a Ordinary dividends | 5a |
| | b Qualified dividends | 5b |
| | 6 Royalties | 6 |
| | 7 Net short-term capital gain (loss) (attach Schedule D (Form 1120-S)) | 7 |
| 8a | Net long-term capital gain (loss) (attach Schedule D (Form 1120-S)) | 8a |
| | b Collectibles (28%) gain (loss) | 8b |
| | c Unrecaptured section 1250 gain (attach statement) | 8c |
| | 9 Net section 1231 gain (loss) (attach Form 4797) | 9 |
| 10 | Other income (loss) (see instructions) | 10 |
| Deductions | 11 Section 179 deduction (attach Form 4562) | 11 |
| | 12a Charitable contributions | 12a 13,225. |
| | b Investment interest expense | 12b |
| | c Section 59(e)(2) expenditures | 12c |
| d | Other deductions (see instructions) | 12d |
| Credits | 13a Low-income housing credit (section 42(j)(5)) | 13a |
| | b Low-income housing credit (other) | 13b |
| | c Qualified rehabilitation expenditures (rental real estate) (attach Form 3468, if applicable) | 13c |
| | d Other rental real estate credits (see instrs) | 13d |
| | e Other rental credits (see instructions) | 13e |
| | f Biofuel producer credit (attach Form 6478) | 13f |
| | g Other credits (see instructions) | 13g |
| International | 14 Attach Schedule K-2 (Form 1120-S), Shareholders' Pro Rata Share Items—International, and check this box to indicate you are reporting items of international tax relevance | |
| Alternative Minimum Tax (AMT) Items | 15a Post-1986 depreciation adjustment | 15a 2,353. |
| | b Adjusted gain or loss | 15b |
| | c Depletion (other than oil and gas) | 15c |
| | d Oil, gas, and geothermal properties — gross income | 15d |
| | e Oil, gas, and geothermal properties — deductions | 15e |
| | f Other AMT items (attach statement) | 15f |
| Items Affecting Shareholder Basis | 16a Tax-exempt interest income | 16a |
| | b Other tax-exempt income | 16b |
| | c Nondeductible expenses | 16c |
| | d Distributions (attach stmt if required) (see instrs) | 16d |
| | e Repayment of loans from shareholders | 16e |
| | f Foreign taxes paid or accrued | 16f |

BAA

SPSA0134 09/14/22

Form 1120-S (2022)

| Schedule K Shareholders' Pro Rata Share Items (continued) | | Total amount | |
|--|--|---------------------|-----------|
| Other Information | 17a Investment income | 17a | |
| | b Investment expenses | 17b | |
| | c Dividend distributions paid from accumulated earnings and profits | 17c | |
| | d Other items and amounts (attach statement) SEE STATEMENT 4 | | |
| Reconciliation | 18 Income (loss) reconciliation. Combine the amounts on lines 1 through 10 in the far right column. From the result, subtract the sum of the amounts on lines 11 through 12d and 16f | 18 | -616,245. |

| Schedule L Balance Sheets per Books | | Beginning of tax year | | End of tax year | |
|---|--|------------------------------|------------|------------------------|------------|
| Assets | | (a) | (b) | (c) | (d) |
| 1 | Cash | | 147,575. | | 208,142. |
| 2a | Trade notes and accounts receivable | 7,000. | | 7,000. | |
| b | Less allowance for bad debts | () | 7,000. | () | 7,000. |
| 3 | Inventories | | 172,440. | | 172,440. |
| 4 | U.S. government obligations | | | | |
| 5 | Tax-exempt securities (see instructions) | | | | |
| 6 | Other current assets (attach stmt) | | | | |
| 7 | Loans to shareholders | | | | |
| 8 | Mortgage and real estate loans | | | | |
| 9 | Other investments (attach statement) | | | | |
| 10a | Buildings and other depreciable assets | 19,448. | | 90,227. | |
| b | Less accumulated depreciation | (19,448.) | | (43,534.) | 46,693. |
| 11a | Depletable assets | | | | |
| b | Less accumulated depletion | () | | () | |
| 12 | Land (net of any amortization) | | | | |
| 13a | Intangible assets (amortizable only) | | | | |
| b | Less accumulated amortization | () | | () | |
| 14 | Other assets (attach stmt) SEE ST. 5. | | 2,384. | | 54,926. |
| 15 | Total assets | | 329,399. | | 489,201. |
| Liabilities and Shareholders' Equity | | | | | |
| 16 | Accounts payable | | | | |
| 17 | Mortgages, notes, bonds payable in less than 1 year | | | | |
| 18 | Other current liabilities (attach stmt) SEE ST. 6. | | 221,659. | | 305,859. |
| 19 | Loans from shareholders SEE ST. 7. | | 36,014. | | 710,010. |
| 20 | Mortgages, notes, bonds payable in 1 year or more | | | | |
| 21 | Other liabilities (attach statement) SEE ST. 8. | | 1. | | |
| 22 | Capital stock | | | | |
| 23 | Additional paid-in capital | | 83,319. | | 101,171. |
| 24 | Retained earnings | | -11,594. | | -627,839. |
| 25 | Adjustments to shareholders' equity (att stmt) | | | | |
| 26 | Less cost of treasury stock | | () | | () |
| 27 | Total liabilities and shareholders' equity | | 329,399. | | 489,201. |

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return**Note:** The corporation may be required to file Schedule M-3. See instructions.

| | | | |
|--|-----------|---|-----------|
| 1 Net income (loss) per books. | -616,245. | 5 Income recorded on books this year not included on Schedule K, lines 1 through 10 (itemize): | |
| 2 Income included on Schedule K, lines 1, 2, 3c, 4, 5a, 6, 7, 8a, 9, and 10, not recorded on books this year (itemize): | | a Tax-exempt interest. . \$ | |
| 3 Expenses recorded on books this year not included on Schedule K, lines 1 through 12 and 16f (itemize): | | 6 Deductions included on Schedule K, lines 1 through 12, and 16f, not charged against book income this year (itemize): | |
| a Depreciation. \$ | | a Depreciation . . . \$ | |
| b Travel and entertainment \$ | | 7 Add lines 5 and 6. | 0. |
| 4 Add lines 1 through 3. | -616,245. | 8 Income (loss) (Schedule K, line 18). Subtract line 7 from line 4. | -616,245. |

Schedule M-2 Analysis of Accumulated Adjustments Account, Shareholders' Undistributed Taxable Income Previously Taxed, Accumulated Earnings and Profits, and Other Adjustments Account
(see instructions)

| | (a) Accumulated adjustments account | (b) Shareholders' undistributed taxable income previously taxed | (c) Accumulated earnings and profits | (d) Other adjustments account |
|--|-------------------------------------|---|--------------------------------------|-------------------------------|
| 1 Balance at beginning of tax year. | 33,100. | | | 33,870. |
| 2 Ordinary income from page 1, line 21. | | | | |
| 3 Other additions. | | | | |
| 4 Loss from page 1, line 21. | (603,020.) | | | |
| 5 Other reductions. . . SEE STATEMENT 9. | (13,225.) | | | () |
| 6 Combine lines 1 through 5. | -583,145. | | | 33,870. |
| 7 Distributions. | | | | |
| 8 Balance at end of tax year. Subtract line 7 from line 6. | -583,145. | | | 33,870. |

SPSA0134 09/14/22

Form 1120-S (2022)

Cost of Goods Sold

► **Attach to Form 1120, 1120-C, 1120-F, 1120S, or 1065.**
 ► **Go to www.irs.gov/Form1125A for the latest information.**

OMB No. 1545-0123

| | | | |
|---|---|---|------------|
| Name THREE PARTRIDGE ROAD INC | | Employer identification number 47-4388522 | |
| 1 | Inventory at beginning of year..... | 1 | 172,440. |
| 2 | Purchases..... | 2 | 3,709,110. |
| 3 | Cost of labor..... | 3 | |
| 4 | Additional section 263A costs (attach schedule)..... | 4 | |
| 5 | Other costs (attach schedule)..... | 5 | |
| 6 | Total. Add lines 1 through 5..... | 6 | 3,881,550. |
| 7 | Inventory at end of year..... | 7 | 172,440. |
| 8 | Cost of goods sold. Subtract line 7 from line 6. Enter here and on Form 1120, page 1, line 2 or the appropriate line of your tax return. See instructions..... | 8 | 3,709,110. |

9 a Check all methods used for valuing closing inventory:

(i) ☒ Cost

(ii) ☐ Lower of cost or market

(iii) ☐ Other (Specify method used and attach explanation.) ► _____

b Check if there was a writedown of subnormal goods..... ► ☐

c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970)..... ► ☐

d If the LIFO inventory method was used for this tax year, enter amount of closing inventory computed under LIFO..... **9d** | _____

e If property is produced or acquired for resale, do the rules of section 263A apply to the entity? See instructions..... ☐ Yes ☒ No

f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? If "Yes," attach explanation..... ☐ Yes ☒ No

BAA For Paperwork Reduction Act Notice, see instructions.

Form **1125-A** (Rev. 11-2018)

Department of the Treasury
Internal Revenue Service

For calendar year 2022, or tax year

beginning

ending

Shareholder's Share of Income, Deductions, Credits, etc. See separate instructions.

See separate instructions.

| | |
|---------------|--|
| Part I | Information About the Corporation |
|---------------|--|

A Corporation's employer identification number

47-4388522

B Corporation's name, address, city, state, and ZIP code

THREE PARTRIDGE ROAD INC
500 MASONIC AVE APT 8
SAN FRANCISCO, CA 94117

C IRS Center where corporation filed return

E-FILE

D Corporation's total number of shares

Beginning of tax year 100

| | |
|----------------------|-----|
| End of tax year..... | 100 |
|----------------------|-----|

Part II Information About the Shareholder

E Shareholder's identifying number

F Shareholder's name, address, city, state, and ZIP code

YONG-SOO CHUNG
500 MASONIC AVE APT 8
SAN FRANCISCO, CA 94117

G Current year allocation percentage 100 %

H Shareholder's number of shares

| | |
|-----------------------------|-----|
| Beginning of tax year | 100 |
|-----------------------------|-----|

| | |
|----------------------|-----|
| End of tax year..... | 100 |
|----------------------|-----|

1 Loans from shareholder

Beginning of tax year..... \$ 36,014.

| | | |
|----------------------|----|---------|
| End of tax year..... | \$ | 36,014. |
|----------------------|----|---------|

FOR
IRS
USE
ONLY

Final K-1

Amended K-1

OMB No. 1545-0123

| | |
|-----------------|---|
| Part III | Shareholder's Share of Current Year Income, Deductions, Credits, and Other Items |
|-----------------|---|

| | | | |
|---------|--|----------|---|
| 1 | Ordinary business income (loss) -603,020. | 13 | Credits |
| 2 | Net rental real estate income (loss) | | |
| 3 | Other net rental income (loss) | | |
| 4 | Interest income | | |
| 5a | Ordinary dividends | | |
| 5b | Qualified dividends | 14 | Schedule K-3 is attached if checked <input checked="" type="checkbox"/> |
| 6 | Royalties | 15 A | Alternative minimum tax (AMT) items 2,353. |
| 7 | Net short-term capital gain (loss) | | |
| 8a | Net long-term capital gain (loss) | | |
| 8b | Collectibles (28%) gain (loss) | | |
| 8c | Unrecaptured section 1250 gain | | |
| 9 | Net section 1231 gain (loss) | 16 | Items affecting shareholder basis |
| 10 | Other income (loss) | | |
| | | | |
| | | | |
| | | 17 AC | Other information 5,519,120. |
| 11 | Section 179 deduction | AD* | STMT |
| 12 A | Other deductions 13,225. | V* | STMT |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| 18 | <input type="checkbox"/> More than one activity for at-risk purposes* | | |
| 19 | <input type="checkbox"/> More than one activity for passive activity purposes* | | |

*See attached statement for additional information.

BOX 17
OTHER INFORMATION

*** DESCRIPTIVE INFORMATION**

AD SHAREHOLDER'S HEALTH INSURANCE PREMIUMS (FORM W-2, BOX 14)..... \$ 2,500.

Statement A—QBI Pass-through Entity Reporting (Schedule K-1, Box 17, Code V)

| | | | |
|---|--|--|--|
| S corporation's name: THREE PARTRIDGE ROAD INC | | S corporation's EIN: 47-4388522 | |
| Shareholder's name: YONG-SOO CHUNG | | Shareholder's identifying number: XXXXXXXXXX | |

| | | | |
|-------------------------|--|--|--|
| | THREE PARTRIDGE ROAD INC | | |
| Shareholder's share of: | <input type="checkbox"/> PTP <input type="checkbox"/> Aggregated <input type="checkbox"/> SSTB | <input type="checkbox"/> PTP <input type="checkbox"/> Aggregated <input type="checkbox"/> SSTB | <input type="checkbox"/> PTP <input type="checkbox"/> Aggregated <input type="checkbox"/> SSTB |

QBI or qualified PTP items subject to shareholder-specific determinations:

| | | | |
|---|---------------------------------|-----------|--|
| | Ordinary business income (loss) | -603,020. | |
| | Rental income (loss) | | |
| | Royalty income (loss) | | |
| | Section 1231 gain (loss) | | |
| | Other income (loss) | | |
| | Section 179 deduction | | |
| | Other deductions | | |
| W-2 wages | | 667,789. | |
| UBIA of qualified property | | 81,795. | |
| Section 199A dividends | | | |

| | | | |
|-------------------------|--|--|--|
| | | | |
| Shareholder's share of: | <input type="checkbox"/> PTP <input type="checkbox"/> Aggregated <input type="checkbox"/> SSTB | <input type="checkbox"/> PTP <input type="checkbox"/> Aggregated <input type="checkbox"/> SSTB | <input type="checkbox"/> PTP <input type="checkbox"/> Aggregated <input type="checkbox"/> SSTB |

QBI or qualified PTP items subject to shareholder-specific determinations:

| | | | |
|---|---------------------------------|--|--|
| | Ordinary business income (loss) | | |
| | Rental income (loss) | | |
| | Royalty income (loss) | | |
| | Section 1231 gain (loss) | | |
| | Other income (loss) | | |
| | Section 179 deduction | | |
| | Other deductions | | |
| W-2 wages | | | |
| UBIA of qualified property | | | |

SCHEDULE K-2
(Form 1120-S)Department of the Treasury
Internal Revenue Service

Name of corporation

Shareholders' Pro Rata Share Items – International

Attach to Form 1120-S.

Go to www.irs.gov/Form1120S for instructions and the latest information.

OMB No. 1545-0123

2022**THREE PARTRIDGE ROAD INC**

Employer identification number (EIN)

47-4388522**A** Check to indicate the parts of Schedule K-2 that apply.

- | | Yes | No |
|--|-----|----|
| 1 Does Part I apply? If "Yes," complete and attach Part I..... | | X |
| 2 Does Part II apply? If "Yes," complete and attach Part II..... | X | |
| 3 Does Part III apply? If "Yes," complete and attach Part III..... | | X |
| 4 Does Part IV apply? If "Yes," complete and attach Part IV..... | | X |
| 5 Does Part V apply? If "Yes," complete and attach Part V..... | | X |
| 6 Does Part VI apply? If "Yes," complete and attach Part VI..... | | X |
| 7 Does Part VII apply? If "Yes," complete and attach Part VII..... | | X |

Part I Corporation's Other Current Year International Information

Check box(es) for additional specified attachments. See instructions.

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> 1 Gain on personal property sale | <input type="checkbox"/> 5 High-taxed income | <input type="checkbox"/> 8 Form 5471 information | <input type="checkbox"/> 11 Entity treatment for certain S corporations |
| <input type="checkbox"/> 2 Foreign oil and gas taxes | <input type="checkbox"/> 6 Section 267A disallowed deduction | <input type="checkbox"/> 9 Other forms | <input checked="" type="checkbox"/> 12 Reserved for future use |
| <input type="checkbox"/> 3 Splitter arrangements | <input type="checkbox"/> 7 Form 8858 information | <input type="checkbox"/> 10 Shareholder loan transactions | <input type="checkbox"/> 13 Other international items (attach description and statement) |
| <input type="checkbox"/> 4 Foreign tax translation | | | |

Part II Foreign Tax Credit Limitation**Section 1 – Gross Income**

| Description | (a) U.S. source | Foreign Source | | | | (f) Sourced by shareholder | (g) Total |
|---|-----------------|------------------------------------|-----------------------------|-----------------------------|---------------------------------|----------------------------|------------|
| | | (b) Foreign branch category income | (c) Passive category income | (d) General category income | (e) Other (category code _____) | | |
| 1 Sales | | | | | | | |
| A US | 5,519,120. | | | | | | 5,519,120. |
| B | | | | | | | |
| C | | | | | | | |
| 2 Gross income from performance of services | | | | | | | |
| A | | | | | | | |
| B | | | | | | | |
| C | | | | | | | |
| 3 Gross rental real estate income | | | | | | | |
| A | | | | | | | |
| B | | | | | | | |
| C | | | | | | | |
| 4 Other gross rental income | | | | | | | |
| A | | | | | | | |
| B | | | | | | | |
| C | | | | | | | |

Name of corporation

EIN

THREE PARTRIDGE ROAD INC

47-4388522

Part II Foreign Tax Credit Limitation (continued)**Section 1 – Gross Income** (continued)

| Description | (a) U.S. source | Foreign Source | | | | (f) Sourced by shareholder | (g) Total |
|--|-----------------|------------------------------------|-----------------------------|-----------------------------|---------------------------------|----------------------------|-----------|
| | | (b) Foreign branch category income | (c) Passive category income | (d) General category income | (e) Other (category code _____) | | |
| 5 Reserved for future use. | | | | | | | |
| 6 Interest income | | | | | | | |
| A _____ | | | | | | | |
| B _____ | | | | | | | |
| C _____ | | | | | | | |
| 7 Ordinary dividends (exclude amount on line 8) | | | | | | | |
| A _____ | | | | | | | |
| B _____ | | | | | | | |
| C _____ | | | | | | | |
| 8 Qualified dividends | | | | | | | |
| A _____ | | | | | | | |
| B _____ | | | | | | | |
| C _____ | | | | | | | |
| 9 Reserved for future use. | | | | | | | |
| 10 Royalties and license fees | | | | | | | |
| A _____ | | | | | | | |
| B _____ | | | | | | | |
| C _____ | | | | | | | |
| 11 Net short-term capital gain | | | | | | | |
| A _____ | | | | | | | |
| B _____ | | | | | | | |
| C _____ | | | | | | | |
| 12 Net long-term capital gain | | | | | | | |
| A _____ | | | | | | | |
| B _____ | | | | | | | |
| C _____ | | | | | | | |
| 13 Collectibles (28%) gain | | | | | | | |
| A _____ | | | | | | | |
| B _____ | | | | | | | |
| C _____ | | | | | | | |
| 14 Unrecaptured section 1250 gain | | | | | | | |
| A _____ | | | | | | | |
| B _____ | | | | | | | |
| C _____ | | | | | | | |

BAA

Schedule K-2 (Form 1120-S) 2022

Name of corporation

EIN

THREE PARTRIDGE ROAD INC

47-4388522

Part II Foreign Tax Credit Limitation (continued)**Section 1 – Gross Income** (continued)

| Description | (a) U.S. source | Foreign Source | | | | (f) Sourced by shareholder | (g) Total |
|--|-----------------|------------------------------------|-----------------------------|-----------------------------|----------------------------|----------------------------|------------|
| | | (b) Foreign branch category income | (c) Passive category income | (d) General category income | (e) Other (category code) | | |
| 15 Net section 1231 gain | | | | | | | |
| A _____ | | | | | | | |
| B _____ | | | | | | | |
| C _____ | | | | | | | |
| 16 Section 986(c) gain | | | | | | | |
| 17 Section 987 gain | | | | | | | |
| 18 Section 988 gain | | | | | | | |
| 19 Section 951(a) inclusions | | | | | | | |
| A _____ | | | | | | | |
| B _____ | | | | | | | |
| C _____ | | | | | | | |
| 20 Other income (see instructions) | | | | | | | |
| A _____ | | | | | | | |
| B _____ | | | | | | | |
| C _____ | | | | | | | |
| 21 Section 951A(a) inclusions (see instructions) | | | | | | | |
| 22 Reserved for future use | | | | | | | |
| A _____ | | | | | | | |
| B _____ | | | | | | | |
| C _____ | | | | | | | |
| 23 Reserved for future use | | | | | | | |
| A _____ | | | | | | | |
| B _____ | | | | | | | |
| C _____ | | | | | | | |
| 24 Total gross income (combine lines 1 through 23) | 5,519,120. | | | | | | 5,519,120. |
| A US | 5,519,120. | | | | | | 5,519,120. |
| B _____ | | | | | | | |
| C _____ | | | | | | | |

BAA

Schedule K-2 (Form 1120-S) 2022

Name of corporation

EIN

THREE PARTRIDGE ROAD INC

47-4388522

Part II Foreign Tax Credit Limitation (continued)**Section 2 – Deductions**

| Description | (a) U.S. source | Foreign Source | | | | (f) Sourced by shareholder | (g) Total |
|--|-----------------|------------------------------------|-----------------------------|-----------------------------|---------------------------------|----------------------------|------------|
| | | (b) Foreign branch category income | (c) Passive category income | (d) General category income | (e) Other (category code _____) | | |
| 25 Expenses allocable to sales income. | 6,121,627. | | | | | | 6,121,627. |
| 26 Expenses allocable to gross income from performances of services. | | | | | | | |
| 27 Net short-term capital loss. | | | | | | | |
| 28 Net long-term capital loss. | | | | | | | |
| 29 Collectibles loss. | | | | | | | |
| 30 Net section 1231 loss. | | | | | | | |
| 31 Other losses. | | | | | | | |
| 32 Research & experimental (R&E) expenses | | | | | | | |
| A SIC code: | | | | | | | |
| B SIC code: | | | | | | | |
| C SIC code: | | | | | | | |
| 33 Allocable rental expenses—depreciation, depletion, and amortization. | | | | | | | |
| 34 Allocable rental expenses—other than depreciation, depletion, and amortization. | | | | | | | |
| 35 Allocable royalty and licensing expenses—depreciation, depletion, and amortization. | | | | | | | |
| 36 Allocable royalty and licensing expenses—other than depreciation, depletion, and amortization. | | | | | | | |
| 37 Depreciation not included on line 33 or 35. | | | | | | | |
| 38 Charitable contributions. | 13,225. | | | | | | 13,225. |
| 39 Interest expense specifically allocable under Regulations section 1.861-10(e). | | | | | | | |
| 40 Other interest expense specifically allocable under Regulations section 1.861-10T. | | | | | | | |
| 41 Other interest expense—business. | | | | | | | |
| 42 Other interest expense—investment. | | | | | | | |
| 43 Other interest expense—passive activity. | | | | | | | |
| 44 Section 59(e)(2) expenditures, excluding R&E expenses on line 32. | | | | | | | |
| 45 Foreign taxes not creditable but deductible. | | | | | | | |

BAA

Schedule K-2 (Form 1120-S) 2022

Name of corporation

EIN

THREE PARTRIDGE ROAD INC

47-4388522

Part II Foreign Tax Credit Limitation (continued)**Section 2 – Deductions** (continued)

| Description | (a) U.S. source | Foreign Source | | | | (f) Sourced by shareholder | (g) Total |
|---|-----------------|------------------------------------|-----------------------------|-----------------------------|---------------------------------|----------------------------|------------|
| | | (b) Foreign branch category income | (c) Passive category income | (d) General category income | (e) Other (category code _____) | | |
| 46 Section 986(c) loss | | | | | | | |
| 47 Section 987 loss | | | | | | | |
| 48 Section 988 loss | | | | | | | |
| 49 Other allocable deductions (see instructions) | | | | | | | |
| 50 Other apportioned share of deductions (see instructions) | | | | | | | |
| 51 Reserved for future use | | | | | | | |
| 52 Reserved for future use | | | | | | | |
| 53 Reserved for future use | | | | | | | |
| 54 Total deductions (combine lines 25 through 53) | 6,134,852. | | | | | | 6,134,852. |
| 55 Net income (loss) (subtract line 54 from line 24) | -615,732. | | | | | | -615,732. |

Part III Other Information for Preparation of Form 1116**Section 1 – R&E Expenses Apportionment Factors**

| Description | (a) U.S. source | Foreign Source | | | | (f) Sourced by shareholder | (g) Total |
|--|-----------------|------------------------------------|-----------------------------|-----------------------------|---|----------------------------|-----------|
| | | (b) Foreign branch category income | (c) Passive category income | (d) General category income | (e) Other (category code _____) (country code _____) | | |
| 1 Gross receipts by SIC code | | | | | | | |
| A SIC code: | | | | | | | |
| B SIC code: | | | | | | | |
| C SIC code: | | | | | | | |
| D SIC code: | | | | | | | |
| E SIC code: | | | | | | | |
| F SIC code: | | | | | | | |
| 2 Exclusive apportionment with respect to total R&E expenses entered on Part II, line 32. Enter the following. | | | | | | | |
| A R&E expense with respect to activity performed in the United States | | | | | | | |
| (i) SIC code: | | | | | | 2A(i) | |
| (ii) SIC code: | | | | | | 2A(ii) | |
| (iii) SIC code: | | | | | | 2A(iii) | |
| B R&E expense with respect to activity performed outside the United States | | | | | | | |
| (i) SIC code: | | | | | | 2B(i) | |
| (ii) SIC code: | | | | | | 2B(ii) | |
| (iii) SIC code: | | | | | | 2B(iii) | |

☐ Final K-3

☐ Amended K-3

**Schedule K-3
(Form 1120-S)**

**Shareholder's Share of Income, Deductions,
Credits, etc. – International**

OMB No. 1545-0123

Department of the Treasury
Internal Revenue Service

For calendar year 2022, or tax year beginning _____, ending _____

See separate instructions.

2022

| Information About the Corporation | Information About the Shareholder |
|---|---|
| A Corporation's employer identification number (EIN) 47-4388522 | C Shareholder's identifying number [REDACTED] |
| B Corporation's name, address, city, state, and ZIP code THREE PARTRIDGE ROAD INC 500 MASONIC AVE APT 8 SAN FRANCISCO, CA 94117 | D Shareholder's name, address, city, state, and ZIP code YONG-SOO CHUNG 500 MASONIC AVE APT 8 SAN FRANCISCO, CA 94117 |

E Check to indicate the parts of Schedule K-3 that apply.

| | Yes | No |
|--|-----|----|
| 1 Does Part I apply? If "Yes," complete and attach Part I..... | | X |
| 2 Does Part II apply? If "Yes," complete and attach Part II..... | X | |
| 3 Does Part III apply? If "Yes," complete and attach Part III..... | | X |
| 4 Does Part IV apply? If "Yes," complete and attach Part IV..... | | X |
| 5 Does Part V apply? If "Yes," complete and attach Part V..... | | X |
| 6 Does Part VI apply? If "Yes," complete and attach Part VI..... | | X |
| 7 Does Part VII apply? If "Yes," complete and attach Part VII..... | | X |

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BAA For Paperwork Reduction Act Notice, see the Instructions for Form 1120-S.

www.irs.gov/Form1120S

Schedule K-3 (Form 1120-S) 2022

| | | | |
|--------------------------|------------|--------------------|----------------------------------|
| Corporation's name | EIN | Shareholder's name | Shareholder's identifying number |
| THREE PARTRIDGE ROAD INC | 47-4388522 | YONG-SOO CHUNG | |

Part I Shareholder's Share of Corporation's Other Current Year International Information

Check box(es) for additional specified attachments. See instructions.

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> 1 Gain on personal property sale | <input type="checkbox"/> 5 High-taxed income | <input type="checkbox"/> 8 Form 5471 information | <input type="checkbox"/> 11 Entity treatment for certain S corporations |
| <input type="checkbox"/> 2 Foreign oil and gas taxes | <input type="checkbox"/> 6 Section 267A disallowed deduction | <input type="checkbox"/> 9 Other forms | <input type="checkbox"/> 12 Form 8865 information |
| <input type="checkbox"/> 3 Splitter arrangements | <input type="checkbox"/> 7 Form 8858 information | <input type="checkbox"/> 10 Shareholder loan transactions | <input type="checkbox"/> 13 Other international items (attach description and statement) |
| <input type="checkbox"/> 4 Foreign tax translation | | | |

Part II Foreign Tax Credit Limitation**Section 1 – Gross Income**

| Description | (a) U.S. source | Foreign Source | | | | (f) Sourced by shareholder | (g) Total |
|---|-----------------|------------------------------------|-----------------------------|-----------------------------|---------------------------------|----------------------------|------------|
| | | (b) Foreign branch category income | (c) Passive category income | (d) General category income | (e) Other (category code _____) | | |
| 1 Sales | | | | | | | |
| A US | 5,519,120. | | | | | | 5,519,120. |
| B | | | | | | | |
| C | | | | | | | |
| 2 Gross income from performance of services | | | | | | | |
| A | | | | | | | |
| B | | | | | | | |
| C | | | | | | | |
| 3 Gross rental real estate income | | | | | | | |
| A | | | | | | | |
| B | | | | | | | |
| C | | | | | | | |
| 4 Other gross rental income | | | | | | | |
| A | | | | | | | |
| B | | | | | | | |
| C | | | | | | | |
| 5 Reserved for future use. | | | | | | | |
| 6 Interest income | | | | | | | |
| A | | | | | | | |
| B | | | | | | | |
| C | | | | | | | |
| 7 Ordinary dividends (exclude amount on line 8) | | | | | | | |
| A | | | | | | | |
| B | | | | | | | |
| C | | | | | | | |

BAA

Schedule K-3 (Form 1120-S) 2022

| | | | |
|--------------------------|------------|--------------------|----------------------------------|
| Corporation's name | EIN | Shareholder's name | Shareholder's identifying number |
| THREE PARTRIDGE ROAD INC | 47-4388522 | YONG-SOO CHUNG | |

Part II Foreign Tax Credit Limitation (continued)**Section 1 – Gross Income** (continued)

| Description | (a) U.S. source | Foreign Source | | | | (f) Sourced by shareholder | (g) Total |
|---|-----------------|------------------------------------|-----------------------------|-----------------------------|---------------------------------|----------------------------|-----------|
| | | (b) Foreign branch category income | (c) Passive category income | (d) General category income | (e) Other (category code _____) | | |
| 8 Qualified dividends | | | | | | | |
| A _____ | | | | | | | |
| B _____ | | | | | | | |
| C _____ | | | | | | | |
| 9 Reserved for future use. | | | | | | | |
| 10 Royalties and license fees | | | | | | | |
| A _____ | | | | | | | |
| B _____ | | | | | | | |
| C _____ | | | | | | | |
| 11 Net short-term capital gain | | | | | | | |
| A _____ | | | | | | | |
| B _____ | | | | | | | |
| C _____ | | | | | | | |
| 12 Net long-term capital gain | | | | | | | |
| A _____ | | | | | | | |
| B _____ | | | | | | | |
| C _____ | | | | | | | |
| 13 Collectibles (28%) gain | | | | | | | |
| A _____ | | | | | | | |
| B _____ | | | | | | | |
| C _____ | | | | | | | |
| 14 Unrecaptured section 1250 gain | | | | | | | |
| A _____ | | | | | | | |
| B _____ | | | | | | | |
| C _____ | | | | | | | |
| 15 Net section 1231 gain | | | | | | | |
| A _____ | | | | | | | |
| B _____ | | | | | | | |
| C _____ | | | | | | | |

BAA

Schedule K-3 (Form 1120-S) 2022

| | | | |
|---|--------------------------|---|---|
| Corporation's name THREE PARTRIDGE ROAD INC | EIN 47-4388522 | Shareholder's name YONG-SOO CHUNG | Shareholder's identifying number [REDACTED] |
|---|--------------------------|---|---|

Part II Foreign Tax Credit Limitation (continued)**Section 1 – Gross Income** (continued)

| Description | (a) U.S. source | Foreign Source | | | | (f) Sourced by shareholder | (g) Total |
|--|-------------------|------------------------------------|-----------------------------|-----------------------------|----------------------------|----------------------------|-------------------|
| | | (b) Foreign branch category income | (c) Passive category income | (d) General category income | (e) Other (category code) | | |
| 16 Section 986(c) gain | | | | | | | |
| 17 Section 987 gain | | | | | | | |
| 18 Section 988 gain | | | | | | | |
| 19 Section 951(a) inclusions | | | | | | | |
| A | | | | | | | |
| B | | | | | | | |
| C | | | | | | | |
| 20 Other income (see instructions) | | | | | | | |
| A | | | | | | | |
| B | | | | | | | |
| C | | | | | | | |
| 21 Section 951A(a) inclusions (see instructions) | | | | | | | |
| 22 Reserved for future use | | | | | | | |
| A | | | | | | | |
| B | | | | | | | |
| C | | | | | | | |
| 23 Reserved for future use | | | | | | | |
| A | | | | | | | |
| B | | | | | | | |
| C | | | | | | | |
| 24 Total gross income (combine lines 1 through 23) | 5,519,120. | | | | | | 5,519,120. |
| A US | 5,519,120. | | | | | | 5,519,120. |
| B | | | | | | | |
| C | | | | | | | |

BAA

Schedule K-3 (Form 1120-S) 2022

| | | | |
|--------------------------|------------|--------------------|----------------------------------|
| Corporation's name | EIN | Shareholder's name | Shareholder's identifying number |
| THREE PARTRIDGE ROAD INC | 47-4388522 | YONG-SOO CHUNG | |

Part II Foreign Tax Credit Limitation (continued)**Section 2 – Deductions**

| Description | (a) U.S. source | Foreign Source | | | | (f) Sourced by shareholder | (g) Total |
|---|-----------------|------------------------------------|-----------------------------|-----------------------------|---------------------------------|----------------------------|------------|
| | | (b) Foreign branch category income | (c) Passive category income | (d) General category income | (e) Other (category code _____) | | |
| 25 Expenses allocable to sales income. . . | 6,121,627. | | | | | | 6,121,627. |
| 26 Expenses allocable to gross income from performances of services. | | | | | | | |
| 27 Net short-term capital loss. | | | | | | | |
| 28 Net long-term capital loss. | | | | | | | |
| 29 Collectibles loss. | | | | | | | |
| 30 Net section 1231 loss. | | | | | | | |
| 31 Other losses. | | | | | | | |
| 32 Research & experimental (R&E) expenses | | | | | | | |
| A SIC code: | | | | | | | |
| B SIC code: | | | | | | | |
| C SIC code: | | | | | | | |
| 33 Allocable rental expenses—depreciation, depletion, and amortization. | | | | | | | |
| 34 Allocable rental expenses—other than depreciation, depletion, and amortization. | | | | | | | |
| 35 Allocable royalty and licensing expenses—depreciation, depletion, and amortization. | | | | | | | |
| 36 Allocable royalty and licensing expenses—other than depreciation, depletion, and amortization. | | | | | | | |
| 37 Depreciation not included on line 33 or 35. | | | | | | | |
| 38 Charitable contributions. | 13,225. | | | | | | 13,225. |
| 39 Interest expense specifically allocable under Regulations section 1.861-10(e). | | | | | | | |
| 40 Other interest expense specifically allocable under Regulations section 1.861-10T. | | | | | | | |
| 41 Other interest expense—business. | | | | | | | |
| 42 Other interest expense—investment. | | | | | | | |
| 43 Other interest expense—passive activity. | | | | | | | |
| 44 Section 59(e)(2) expenditures, excluding R&E expenses on line 32. | | | | | | | |
| 45 Foreign taxes not creditable but deductible. | | | | | | | |

BAA

Schedule K-3 (Form 1120-S) 2022

| | | | |
|--------------------------|------------|--------------------|----------------------------------|
| Corporation's name | EIN | Shareholder's name | Shareholder's identifying number |
| THREE PARTRIDGE ROAD INC | 47-4388522 | YONG-SOO CHUNG | |

Part II Foreign Tax Credit Limitation (continued)**Section 2 – Deductions** (continued)

| Description | (a) U.S. source | Foreign Source | | | | (f) Sourced by shareholder | (g) Total |
|---|-----------------|------------------------------------|-----------------------------|-----------------------------|---------------------------------|----------------------------|------------|
| | | (b) Foreign branch category income | (c) Passive category income | (d) General category income | (e) Other (category code _____) | | |
| 46 Section 986(c) loss | | | | | | | |
| 47 Section 987 loss | | | | | | | |
| 48 Section 988 loss | | | | | | | |
| 49 Other allocable deductions (see instructions) | | | | | | | |
| 50 Other apportioned share of deductions (see instructions) | | | | | | | |
| 51 Reserved for future use | | | | | | | |
| 52 Reserved for future use | | | | | | | |
| 53 Reserved for future use | | | | | | | |
| 54 Total deductions (combine lines 25 through 53) | 6,134,852. | | | | | | 6,134,852. |
| 55 Net income (loss) (subtract line 54 from line 24) | -615,732. | | | | | | -615,732. |

Part III Other Information for Preparation of Form 1116**Section 1 – R&E Expenses Apportionment Factors**

| Description | (a) U.S. source | Foreign Source | | | | (f) Sourced by shareholder | (g) Total |
|--|-----------------|------------------------------------|-----------------------------|-----------------------------|---|----------------------------|-----------|
| | | (b) Foreign branch category income | (c) Passive category income | (d) General category income | (e) Other (category code _____) (country code _____) | | |
| 1 Gross receipts by SIC code | | | | | | | |
| A SIC code: | | | | | | | |
| B SIC code: | | | | | | | |
| C SIC code: | | | | | | | |
| D SIC code: | | | | | | | |
| E SIC code: | | | | | | | |
| F SIC code: | | | | | | | |
| 2 Exclusive apportionment with respect to total R&E expenses entered on Part II, line 32. Enter the following. | | | | | | | |
| A R&E expense with respect to activity performed in the United States | | | | | | | |
| (i) SIC code: | | | | | | 2A(i) | |
| (ii) SIC code: | | | | | | 2A(ii) | |
| (iii) SIC code: | | | | | | 2A(iii) | |
| B R&E expense with respect to activity performed outside the United States | | | | | | | |
| (i) SIC code: | | | | | | 2B(i) | |
| (ii) SIC code: | | | | | | 2B(ii) | |
| (iii) SIC code: | | | | | | 2B(iii) | |

Form **4562**Department of the Treasury
Internal Revenue Service**Depreciation and Amortization**
(Including Information on Listed Property)

Attach to your tax return.

Go to www.irs.gov/Form4562 for instructions and the latest information.

OMB No. 1545-0172

2022Attachment
Sequence No. **179**

Name(s) shown on return

THREE PARTRIDGE ROAD INC

Business or activity to which this form relates

FORM 1120S

Identifying number

47-4388522

Part I Election To Expense Certain Property Under Section 179**Note:** If you have any listed property, complete Part V before you complete Part I.

| | | | |
|----|--|------------------------------|------------------|
| 1 | Maximum amount (see instructions) | 1 | 1,080,000. |
| 2 | Total cost of section 179 property placed in service (see instructions) | 2 | |
| 3 | Threshold cost of section 179 property before reduction in limitation (see instructions) | 3 | 2,700,000. |
| 4 | Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0- | 4 | |
| 5 | Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions. | 5 | |
| 6 | (a) Description of property | (b) Cost (business use only) | (c) Elected cost |
| 7 | Listed property. Enter the amount from line 29. | 7 | |
| 8 | Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7. | 8 | |
| 9 | Tentative deduction. Enter the smaller of line 5 or line 8. | 9 | |
| 10 | Carryover of disallowed deduction from line 13 of your 2021 Form 4562. | 10 | |
| 11 | Business income limitation. Enter the smaller of business income (not less than zero) or line 5. See instrs. | 11 | |
| 12 | Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11. | 12 | |
| 13 | Carryover of disallowed deduction to 2023. Add lines 9 and 10, less line 12. | 13 | |

Note: Don't use Part II or Part III below for listed property. Instead, use Part V.**Part II Special Depreciation Allowance and Other Depreciation (Don't include listed property. See instructions.)**

| | | | |
|----|--|----|---------|
| 14 | Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year. See instructions | 14 | 14,566. |
| 15 | Property subject to section 168(f)(1) election | 15 | |
| 16 | Other depreciation (including ACRS) | 16 | |

Part III MACRS Depreciation (Don't include listed property. See instructions.)**Section A**

| | | | |
|----|--|----|--|
| 17 | MACRS deductions for assets placed in service in tax years beginning before 2022 | 17 | |
| 18 | If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here. <input type="checkbox"/> | | |

Section B — Assets Placed in Service During 2022 Tax Year Using the General Depreciation System

| (a) Classification of property | (b) Month and year placed in service | (c) Basis for depreciation (business/investment use only — see instructions) | (d) Recovery period | (e) Convention | (f) Method | (g) Depreciation deduction |
|--------------------------------------|---|---|------------------------|-------------------|---------------|-------------------------------|
| 19 a 3-year property | | | | | | |
| b 5-year property | | | | | | |
| c 7-year property | | | | | | |
| d 10-year property | | | | | | |
| e 15-year property | | | | | | |
| f 20-year property | | | | | | |
| g 25-year property | | | 25 yrs | | S/L | |
| h Residential rental property | | | 27.5 yrs | MM | S/L | |
| i Nonresidential real property | | | 27.5 yrs | MM | S/L | |
| | | | 39 yrs | MM | S/L | |
| | | | | MM | S/L | |

Section C — Assets Placed in Service During 2022 Tax Year Using the Alternative Depreciation System

| | | | | | | |
|-----------------------|--|--|--------|----|-----|--|
| 20 a Class life | | | | | S/L | |
| b 12-year | | | 12 yrs | | S/L | |
| c 30-year | | | 30 yrs | MM | S/L | |
| d 40-year | | | 40 yrs | MM | S/L | |

Part IV Summary (See instructions.)

| | | | |
|----|---|----|---------|
| 21 | Listed property. Enter amount from line 28. | 21 | 9,520. |
| 22 | Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations — see instructions | 22 | 24,086. |
| 23 | For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs | 23 | |

Part V Listed Property (Include automobiles, certain other vehicles, certain aircraft, and property used for entertainment, recreation, or amusement.)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**Section A – Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)**

| 24a Do you have evidence to support the business/investment use claimed? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | | | | | 24b If 'Yes,' is the evidence written? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | | |
|---|----------------------------------|---|-------------------------------|--|---------------------------|---|----------------------------------|---------------------------------------|--|
| (a) Type of property (list vehicles first) | (b) Date placed in service | (c) Business/ investment use percentage | (d) Cost or other basis | (e) Basis for depreciation (business/investment use only) | (f) Recovery period | (g) Method/ Convention | (h) Depreciation deduction | (i) Elected section 179 cost | |
| 25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use. See instructions | | | | | | | 25 | | |
| 26 Property used more than 50% in a qualified business use: | | | | | | | | | |
| 2022 TESLA M | 2/28/22 | 85.00 | 56,213. | 47,781. | 5.0 | 200DB HY | 9,520. | | |
| | | | | | | | | | |
| 27 Property used 50% or less in a qualified business use: | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| 28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 | | | | | | | 28 | 9,520. | |
| 29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 | | | | | | | 29 | 0. | |

Section B – Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

| | (a) Vehicle 1 | | (b) Vehicle 2 | | (c) Vehicle 3 | | (d) Vehicle 4 | | (e) Vehicle 5 | | (f) Vehicle 6 | |
|---|------------------|----|------------------|----|------------------|----|------------------|----|------------------|----|------------------|----|
| 30 Total business/investment miles driven during the year (don't include commuting miles). | | | | | | | | | | | | |
| 31 Total commuting miles driven during the year. | | | | | | | | | | | | |
| 32 Total other personal (noncommuting) miles driven. | | | | | | | | | | | | |
| 33 Total miles driven during the year. Add lines 30 through 32 | | | | | | | | | | | | |
| | Yes | No | Yes | No | Yes | No | Yes | No | Yes | No | Yes | No |
| 34 Was the vehicle available for personal use during off-duty hours? | | | | | | | | | | | | |
| 35 Was the vehicle used primarily by a more than 5% owner or related person? | | | | | | | | | | | | |
| 36 Is another vehicle available for personal use? | | | | | | | | | | | | |

Section C – Questions for Employers Who Provide Vehicles for Use by Their EmployeesAnswer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **aren't** more than 5% owners or related persons. See instructions.

| | Yes | No |
|--|-----|----|
| 37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? | | |
| 38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners | | |
| 39 Do you treat all use of vehicles by employees as personal use? | | |
| 40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received? | | |
| 41 Do you meet the requirements concerning qualified automobile demonstration use? See instructions. | | |
| Note: If your answer to 37, 38, 39, 40, or 41 is 'Yes,' don't complete Section B for the covered vehicles. | | |

Part VI Amortization

| (a) Description of costs | (b) Date amortization begins | (c) Amortizable amount | (d) Code section | (e) Amortization period or percentage | (f) Amortization for this year |
|--|------------------------------------|------------------------------|------------------------|--|--------------------------------------|
| 42 Amortization of costs that begins during your 2022 tax year (see instructions): | | | | | |
| | | | | | |
| | | | | | |
| 43 Amortization of costs that began before your 2022 tax year. | | | | 43 | |
| 44 Total. Add amounts in column (f). See the instructions for where to report. | | | | 44 | |

THREE PARTRIDGE ROAD INC

47-4388522

STATEMENT 1
FORM 1120S, LINE 5
OTHER INCOME

| | | |
|------------------------------|----|--------------|
| GAIN (LOSS) ON EXCHANGE..... | \$ | -513. |
| TOTAL | \$ | <u>-513.</u> |

STATEMENT 2
FORM 1120S, LINE 19
OTHER DEDUCTIONS

| | | |
|--------------------------------|----|-----------------|
| AUTO AND TRUCK EXPENSE..... | \$ | 7,571. |
| BANK CHARGES..... | | 26,151. |
| COMPANY EVENTS..... | | 100. |
| COMPUTER EQUIPMENT..... | | 1,160. |
| DUES AND SUBSCRIPTIONS..... | | 320. |
| EQUIPMENT UNDER \$2500..... | | 521. |
| FURNITURE AND FIXTURES..... | | 12,332. |
| GIFTS..... | | 282. |
| INSURANCE..... | | 35,931. |
| INTERNET ACCESS FEES..... | | 6,194. |
| LEGAL AND PROFESSIONAL..... | | 18,315. |
| MEALS..... | | 33,532. |
| MERCHANT ACCOUNT FEES..... | | 150,026. |
| MOVING AND STORAGE..... | | 6,650. |
| OFFICE KITCHEN EXPENSE..... | | 2,751. |
| OFFICE SUPPLIES..... | | 41,966. |
| OUTSIDE SERVICES..... | | 112,358. |
| PARKING AND TOLLS..... | | 868. |
| PAYROLL EXPENSE GENERAL..... | | 14,867. |
| POSTAGE..... | | 89,974. |
| RECRUITING AND HR EXPENSE..... | | 17,742. |
| ROYALTIES EXP..... | | 62,017. |
| SOFTWARE AND WEBHOSTING..... | | 108,936. |
| TRAINING AND EDUCATION..... | | 5,430. |
| TRAVEL..... | | 19,314. |
| UTILITIES..... | | 20,151. |
| TOTAL | \$ | <u>795,459.</u> |

STATEMENT 3
FORM 1120S, SCHEDULE K, LINE 12A
CHARITABLE CONTRIBUTIONS

| | | |
|--|----|----------------|
| CASH CONTRIBUTIONS - 60% LIMITATION..... | \$ | 13,225. |
| TOTAL | \$ | <u>13,225.</u> |

STATEMENT 4
FORM 1120S, SCHEDULE K, LINE 17D
OTHER ITEMS AND AMOUNTS

| | | |
|---|----|------------|
| GROSS RECEIPTS FOR SECTION 448 (C)..... | \$ | 5,519,120. |
|---|----|------------|

THREE PARTRIDGE ROAD INC

47-4388522

STATEMENT 5
FORM 1120S, SCHEDULE L, LINE 14
OTHER ASSETS

| | <u>BEGINNING</u> | <u>ENDING</u> |
|-----------------------|------------------|-------------------|
| MONEY IN TRANSIT..... | \$ 2,384. | \$ 2,134. |
| PREPAID PAYROLL..... | 0. | 18,339. |
| SECURITY DEPOSIT..... | 0. | 34,250. |
| TEMPORARY HOLDS..... | 0. | 203. |
| TOTAL | \$ 2,384. | \$ 54,926. |

STATEMENT 6
FORM 1120S, SCHEDULE L, LINE 18
OTHER CURRENT LIABILITIES

| | <u>BEGINNING</u> | <u>ENDING</u> |
|--------------------------|--------------------|--------------------|
| CREDIT CARD PAYABLE..... | \$ 221,099. | \$ 282,367. |
| PAYROLL LIABILITY..... | 560. | 23,492. |
| TOTAL | \$ 221,659. | \$ 305,859. |

STATEMENT 7
FORM 1120S, SCHEDULE L, LINE 19
LOANS FROM SHAREHOLDERS

| | <u>BEGINNING</u> | <u>ENDING</u> |
|-----------------------------|-------------------|--------------------|
| LOANS FROM SHAREHOLDER..... | \$ 36,014. | \$ 36,014. |
| PAYPAL WORKING CAPITAL..... | 0. | 230,096. |
| SHOPIFY CAPITAL..... | 0. | 133,687. |
| STRIPE CAPITAL..... | 0. | 264,187. |
| TESLA LEASE PAYABLE..... | 0. | 46,026. |
| TOTAL | \$ 36,014. | \$ 710,010. |

STATEMENT 8
FORM 1120S, SCHEDULE L, LINE 21
OTHER LIABILITIES

| | <u>BEGINNING</u> | <u>ENDING</u> |
|---------------|------------------|---------------|
| ROUNDING..... | \$ 1. | \$ 0. |
| TOTAL | \$ 1. | \$ 0. |

STATEMENT 9
FORM 1120S, SCHEDULE M-2, COLUMN A, LINE 5
OTHER REDUCTIONS

| | |
|--------------------|-------------------|
| CONTRIBUTIONS..... | \$ 13,225. |
| TOTAL | \$ 13,225. |

THREE PARTRIDGE ROAD INC

47-4388522

SECTION 1.263(A)-1(F) DE MINIMIS SAFE HARBOR ELECTION

THE CORPORATION HEREBY MAKES THE DE MINIMIS SAFE HARBOR ELECTION UNDER REGULATION 1.263 (A) -1 (F) .

THREE PARTRIDGE ROAD INC
500 MASONIC AVE APT 8
SAN FRANCISCO, CA 94117
47-4388522

Three Partridge Road, Inc.

Annual Balance Sheet

For the period ending December 31, 2023

As Of: December 31, 2023 December 31, 2022

Assets

| | | |
|--|-------------------|-------------------|
| Bank of America - Checking - 0513 - Urban EDC Supply | 19,912.31 | 146,338.81 |
| Bank of America - Checking - 8559 - Spotted by Humphrey | 307.42 | 9,779.98 |
| Bank of America - Checking - 9552 - Growth Jet | 17,726.10 | 47,960.07 |
| PayPal - GrowthJet - USD | 0.00 | 0.00 |
| PayPal - Spotted By Humphrey - USD | 26.90 | 0.00 |
| PayPal - Spotted by Humphrey - AUD | 0.00 | 0.00 |
| PayPal - Spotted by Humphrey - EUR | 50.62 | 0.00 |
| PayPal - Spotted by Humphrey - HKD | 0.00 | 0.00 |
| PayPal - Spotted By Humphrey - PHP | 0.00 | 0.00 |
| PayPal - Urban EDC Supply - USD | 0.00 | 590.28 |
| PayPal - Urban EDC Supply - AUD | 0.00 | 0.00 |
| PayPal - Urban EDC Supply - CAD | 0.00 | 0.00 |
| PayPal - Urban EDC Supply - CHF | 0.00 | 0.00 |
| PayPal - Urban EDC Supply - EUR | 0.00 | 0.00 |
| PayPal - Urban EDC Supply - GBP | 0.00 | 0.00 |
| PayPal - Urban EDC Supply - ILS | 0.00 | 0.00 |
| PayPal - Urban EDC Supply - PLN | 0.00 | 0.00 |
| PayPal - Urban EDC Supply - SGD | 0.00 | 0.00 |
| Shopify Payments - Spotted By Humphrey | 0.00 | 0.00 |
| Shopify Payments - Urban EDC Supply | 0.00 | 0.00 |
| Stripe - Merchant Processor - GrowthJet | 45,098.32 | 3,465.03 |
| Stripe - Merchant Processor - First Class Founders (SuperCast) | 7.75 | 7.83 |
| Bank of America - Savings - 8546 Closed February 2023 | 0.00 | 0.00 |
| Deposit Receivable | 7,000.00 | 7,000.00 |
| Security Deposit | 34,250.00 | 34,250.00 |
| Prepaid Payroll Expense | 18,338.90 | 18,338.90 |
| Inventory | 172,440.00 | 172,440.00 |
| 2019 Audi Automobile - Model A4 | 0.00 | 0.00 |
| 2022 Tesla Automobile - Model 3 | 56,212.95 | 56,212.95 |
| Property Plant & Equipment | 34,014.05 | 34,014.05 |
| Accumulated Depreciation, PP&E | -43,533.85 | -43,533.85 |
| Temporary Holds | 109.98 | 203.11 |
| Money in transit | 2,282.85 | 2,133.67 |
| Total Assets | 364,244.30 | 489,200.83 |

Liabilities

| | | |
|--|------------|------------|
| American Express - Credit Card - 91001 - GrowthJet | 18,469.28 | 0.00 |
| Bank of America - Credit Card - 2649 (0839) | 7,240.84 | 394.08 |
| Bank of America - Credit Card - 2696 - Growth Jet | 42,774.87 | 84,188.31 |
| Bank of America - Credit Card - 5848 - Growth Jet | 14,242.20 | 11,942.63 |
| Bank of America - Credit Card - 8415 - Growth Jet | 103,386.77 | 0.00 |
| Capital One - Credit Card - 3448 - Growth Jet | 109,180.10 | 59,233.48 |
| Capital One - Credit Card - 3833 - Spotted by Humphrey | 19,438.66 | 10,998.78 |
| Capital One - Credit Card - 9935 | 52,583.14 | 115,609.87 |

| | | |
|---|---------------------|---------------------|
| Chase - Credit Card - 8293 - GrowthJet | 19,800.00 | 0.00 |
| US Bank - Credit Card - 1110 - GrowthJet | 11,998.20 | 0.00 |
| Bank of America - Line of Credit - 5823 - Growth Jet | 50,000.00 | 0.00 |
| Bank of America - Travel Rewards Visa - 8763 - Growthjet Closed May | 0.00 | 0.00 |
| Payroll Payable - Salary & Wage | 22,784.34 | 22,406.84 |
| Payroll Payable - Payroll Tax | 1,085.28 | 1,085.28 |
| Payroll Payable - Ny PFL | 791.43 | 0.00 |
| Payroll Payable - Garnishments | 0.00 | 0.00 |
| Loans from Shareholder | 36,014.00 | 36,014.00 |
| Intuit Financing - Loan Payable - UES | 6,652.54 | 0.00 |
| Retail Capital (Credibly) - Loan Payable - UES | 91,171.16 | 0.00 |
| SBA Loan - Loan Payable - GJ | 348,093.27 | 0.00 |
| Shopify Capital - Loan Payable - UES | 61,491.90 | 133,686.50 |
| Stripe Capital - Loan Payable - GJ | 98,795.46 | 264,187.00 |
| Tesla Motors Inc - Lease Payable - SBH | 37,722.71 | 46,026.29 |
| TVT Capital - Loan Payable - UES | 61,396.57 | 0.00 |
| PayPal - Working Capital - UES | 56,682.18 | 230,096.17 |
| Reliance Financial - Loan Payable - UES Closed September 2023 | 0.00 | 0.00 |
| OnRamp Funds - Loan Payable - UES/GJ Closed June 2023 | 0.00 | 0.00 |
| Wayflyer - Merchant Advance Payable Closed December 2022 | 0.00 | 0.00 |
| SBA/EIDL - Loan Payable Closed May 2021 | 0.00 | 0.00 |
| SBA Loan Payable - PPP - 7701 - Maturity Date: 05/01/2022 Forgiven De | 0.00 | 0.00 |
| Total Liabilities | 1,271,794.90 | 1,015,869.23 |

Equity

| | | |
|---|--------------------|--------------------|
| Additional Paid in Capital - Yong-Soo Chung | 270,190.92 | 101,170.60 |
| Shareholder Distribution - Yong-Soo Chung | -81,748.88 | 0.00 |
| Retained Earnings | -1,095,992.64 | -627,839.00 |
| Total Equity | -907,550.60 | -526,668.40 |

| | | |
|-------------------------------------|-------------------|-------------------|
| Total Liabilities and Equity | 364,244.30 | 489,200.83 |
|-------------------------------------|-------------------|-------------------|

Three Partridge Road, Inc.

Annual Income Statement

For the period 2023

| | Year | 2023 |
|--|------|---------------------|
| Revenues | | |
| Sales Revenue - Growth Jet | | 1,553,864.18 |
| Sales Revenue - Spotted by Humphrey | | 68,635.66 |
| Sales Revenue - Urban EDC Supply | | 3,046,312.06 |
| Sales Tax Remitted - Growth Jet | | -33,235.91 |
| Sales Tax Remitted - Spotted by Humphrey | | -5,231.23 |
| Returns & Allowances - Growth Jet | | -44,325.21 |
| Returns & Allowances - Spotted by Humphrey | | -1,877.92 |
| Returns & Allowances - Urban EDC Supply | | -259,665.12 |
| Gain (Loss) on Exchange | | -1,546.75 |
| Other Income | | 1,137.10 |
| Total Revenues | | 4,324,066.86 |

| | | |
|--|--|---------------------|
| Cost of Sales | | |
| Cost of Goods Sold - Growth Jet | | 807,455.98 |
| Cost of Goods Sold - Spotted by Humphrey | | 16,988.22 |
| Cost of Goods Sold - Urban EDC Supply | | 1,335,268.39 |
| Total Cost of Sales | | 2,159,712.59 |

| | |
|---------------------|---------------------|
| Gross Profit | 2,164,354.27 |
|---------------------|---------------------|

| | | |
|---|--|-----------|
| Operating Expenses | | |
| Bank & ATM Fee Expense - Growth Jet | | 46,544.18 |
| Bank & ATM Fee Expense - Spotted by Humphrey | | 140.00 |
| Bank & ATM Fee Expense - Urban EDC Supply | | 15,630.91 |
| Business Meals Expense - Growth Jet | | 12,232.60 |
| Business Meals Expense - Spotted by Humphrey | | 4,639.14 |
| Business Meals Expense - Urban EDC Supply | | 240.35 |
| Charitable Contributions - Spotted by Humphrey | | 100.00 |
| Commission & Fees - Growth Jet | | 1,529.80 |
| Delta Bridge - Loan Payments Growth Jet | | 1,896.00 |
| Dues & Membership Expense - Spotted by Humphrey | | 295.00 |
| Facility & Utilities Expense - Growth Jet | | 3,444.47 |

| | |
|--|------------|
| Furniture & Fixtures Expense - Spotted by Humphrey | 118.61 |
| Gas & Auto Expense - Growth Jet | 2,644.31 |
| Gas & Auto Expense - Spotted by Humphrey | -166.23 |
| Gas & Auto Expense - Urban EDC Supply | 300.00 |
| Gifts Expense - Growth Jet | 79.00 |
| Gifts Expense - Spotted by Humphrey | 50.69 |
| Independent Contractor Expense | 65,774.02 |
| Independent Contractor Expense - Growth Jet | 7,871.01 |
| Independent Contractor Expense - Spotted by Humphrey | 24,134.35 |
| Independent Contractor Expense - Urban EDC Supply | 71,162.54 |
| Insurance Expense - Auto - Growth Jet | 2,063.87 |
| Insurance Expense - Business - Growth Jet | 17,407.75 |
| Insurance Expense - Business - Spotted by Humphrey | -14.43 |
| Insurance Expense - Business - Urban EDC Supply | 250.04 |
| Insurance Expense - Health | 22,991.43 |
| Interest Expense - Growth Jet | 17,291.69 |
| Interest Expense - Spotted by Humphrey | 2,614.95 |
| Interest Expense - Urban EDC | 153,964.65 |
| License & Fee Expense - Growth Jet | 3,442.93 |
| Loan Payments - Nexi - Urban EDC Supply | 116,595.63 |
| Marketing & Advertising Expense - Growth Jet | 15,323.86 |
| Marketing & Advertising Expense - Spotted by Humphrey | 14,842.43 |
| Marketing & Advertising Expense - Urban EDC Supply | 104,195.24 |
| Merchant Fees Expense - Growth Jet | 10,591.98 |
| Merchant Fees Expense - Spotted by Humphrey | 2,293.35 |
| Merchant Fees Expense - Urban EDC Supply | 86,439.45 |
| Nondeductible Client Entertainment - Spotted By Humphrey | 52.60 |
| Office Kitchen Expense - Growth Jet | 5,133.52 |
| Office Kitchen Expense - Spotted by Humphrey | 586.73 |
| Office Kitchen Expense - Urban EDC Supply | 52.76 |
| Office Supply Expense - Growth Jet | 13,542.35 |
| Office Supply Expense - Spotted by Humphrey | 9,033.87 |
| Parking & Tolls Expense - Growth Jet | 160.96 |
| Parking & Tolls Expense - Spotted By Humphrey | 293.93 |
| Parking & Tolls Expense - Urban EDC Supply | 10.00 |
| Payroll Expense - Administration - Urban EDC Supply | 3,591.46 |
| Payroll Expense - Payroll Tax | 42,872.22 |
| Payroll Expense - Payroll Tax - Urban EDC Supply | 1,815.54 |
| Payroll Expense - Salary & Wage - ADP | 530,234.26 |
| Payroll Expense - Salary & Wage - Growth Jet | 3,771.79 |
| Phone & Internet Expense - Spotted by Humphrey | 546.17 |
| Phone & Internet Expense - Growth Jet | 3,728.69 |
| Phone & Internet Expense - Urban EDC Supply | 954.55 |
| Postage & Shipping Expense | 33,769.31 |

| | |
|---|------------|
| Postage & Shipping Expense - Spotted by Humphrey | 265.12 |
| Postage & Shipping Expense - Urban EDC Supply | 40,237.16 |
| Professional Service Expense - Growth Jet | 24,036.94 |
| Professional Service Expense - Spotted by Humphrey | 1,065.00 |
| Professional Service Expense - Urban EDC Supply | 12,985.00 |
| Recruiting & HR Expense - Growth Jet | 4,043.05 |
| Rent or Lease Expense - Growth Jet | 907,407.00 |
| Rent or Lease Expense - Spotted by Humphrey | 3,170.00 |
| Rent or Lease Expense - Urban EDC Supply | 1,533.74 |
| Software & Web Hosting Expense | 29.99 |
| Software & Web Hosting Expense - Growth Jet | 57,694.94 |
| Software & Web Hosting Expense - Spotted by Humphrey | 17,590.53 |
| Software & Web Hosting Expense - Urban EDC Supply | 60,106.95 |
| Taxes Paid - Growth Jet | 818.40 |
| Training & Education Expense - Growth Jet | 50.03 |
| Training & Education Expense - Spotted by Humphrey | 1,551.20 |
| Training & Education Expense - Urban EDC Supply | 7,295.50 |
| Travel & Transportation Expense - Growth Jet | 2,610.34 |
| Travel & Transportation Expense - Spotted by Humphrey | 8,931.81 |
| Travel & Transportation Expense - Urban EDC Supply | 3,085.44 |
| Unverified Charitable Contributions - Growth Jet | 1.00 |

| | |
|---------------------------------|---------------------|
| Total Operating Expenses | 2,633,615.42 |
|---------------------------------|---------------------|

| | |
|-----------------------|---------------------|
| Total Expenses | 4,793,328.01 |
|-----------------------|---------------------|

| | |
|-------------------|--------------------|
| Net Profit | -469,261.15 |
|-------------------|--------------------|

Fill in this information to identify the case:

Debtor name Three Partridge Road, Inc.

United States Bankruptcy Court for the: NORTHERN DISTRICT OF CALIFORNIA - SAN FRANCISCO
DIVISION

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule* _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 11, 2024

X /s/ Yong-Soo Chung

Signature of individual signing on behalf of debtor

Yong-Soo Chung

Printed name

CEO

Position or relationship to debtor

Fill in this information to identify the case:Debtor name **Three Partridge Road, Inc.**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF
CALIFORNIA - SAN FRANCISCO
DIVISION**

Case number (if known): _____

☐ Check if this is an

amended filing

Official Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders****12/15**

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

| Name of creditor and complete mailing address, including zip code | Name, telephone number and email address of creditor contact | Nature of claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|---|--|---|--|--|---|-----------------|
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| American Express P.O. Box 60819 City of Industry, CA 91716 | | Business debt | | | | \$20,583.00 |
| AmTrust Financial 6610 Sierra College Blvd. Rocklin, CA 95667 | | Business debt | | | | \$9,771.00 |
| Bank of America P.O. Box 15796 Wilmington, DE 19886 | | Business debt | | | | \$15,178.00 |
| Bank of America P.O. Box 15796 Wilmington, DE 19886 | | Business debt | | | | \$9,960.00 |
| Bank of America P.O. Box 15796 Wilmington, DE 19886 | | Business debt | | | | \$104,537.00 |
| Bank of America P.O. Box 15796 Wilmington, DE 19886 | | Business debt | | | | \$48,500.00 |
| Bank of America P.O. Box 15796 Wilmington, DE 19886 | | Business debt | | | | \$46,717.00 |
| Capital One P.O. Box 60519 City of Industry, CA 91716 | | Business debt | | | | \$88,000.00 |
| Capital One P.O. Box 60519 City of Industry, CA 91716 | | Business debt | | | | \$115,806.00 |

Debtor **Three Partridge Road, Inc.**
Name

Case number (if known)

| Name of creditor and complete mailing address, including zip code | Name, telephone number and email address of creditor contact | Nature of claim (for example, trade debts, bank loans, professional services, | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|--|--|---|--|--|---|-----------------|
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| Capital One P.O. Box 60519 City of Industry, CA 91716 | | Business debt | | | | \$19,500.00 |
| Chase Bank P.O. Box 6294 Carol Stream, IL 60197 | | Business debt | | | | \$18,977.00 |
| FedEx P.O. Box 7221 Pasadena, CA 91109 | | Business debt | | | | \$203,620.00 |
| Fundamental Capital LLC dba Nexi Finance 20803 Biscayne Blvd., Ste. 300 Aventura, FL 33180 | | Blanket lien on debtor's assets. Value of collateral estimated based on cost of goods sold." | Disputed | \$450,000.00 | \$150,000.00 | \$450,000.00 |
| Hanover Bank 80 East Jericho Turnpike Mineola, NY 11501 | | Lien on Debtor's assets - first position Value of collateral estimated based on cost of goods sold." | | \$343,294.00 | \$150,000.00 | \$343,294.00 |
| Paypal 2211 North First St. San Jose, CA 95131 | | Business debt | | | | \$25,519.00 |
| Shrikant Joshi C-303, Park Xpress Opp. Balewadi High St. Pune 411045, Maharashtra INDIA | | Business debt | | | | \$10,750.00 |
| Stripe 354 Oyster Point Blvd. South San Francisco, CA 94080 | | Business debt | | | | \$235,774.00 |
| Stripe 354 Oyster Point Blvd. South San Francisco, CA 94080 | | Pet accessories and men's accessories Value of is an estimate based on cost of goods sold. | | \$235,774.00 | \$150,000.00 | \$85,774.00 |
| TVT 2.0 LLC c/o Brody Valerga Valerga LLP 395 S. Main St., #201 Alpine, UT 84004 | | Blanket lien on assets Value of collateral estimated based on cost of goods sold. | Disputed | \$30,406.00 | \$150,000.00 | \$30,406.00 |

Debtor **Three Partridge Road, Inc.**
Name

Case number (if known)

| Name of creditor and complete mailing address, including zip code | Name, telephone number and email address of creditor contact | Nature of claim (for example, trade debts, bank loans, professional services, | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|---|--|---|--|--|---|-----------------|
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| United Parcel Service 28013 Network Place Chicago, IL 60673 | | Business debt | | | | \$10,000.00 |

Fill in this information to identify the case:Debtor name **Three Partridge Road, Inc.**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF CALIFORNIA - SAN FRANCISCO
DIVISION**

Case number (if known) _____

☐ Check if this is an
amended filing**Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals**

12/15

Part 1: Summary of Assets**1. Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)**1a. Real property:**Copy line 88 from *Schedule A/B*..... \$ **0.00****1b. Total personal property:**Copy line 91A from *Schedule A/B*..... \$ **238,980.00****1c. Total of all property:**Copy line 92 from *Schedule A/B*..... \$ **238,980.00****Part 2: Summary of Liabilities****2. Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*..... \$ **1,104,017.00****3. Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)**3a. Total claim amounts of priority unsecured claims:**Copy the total claims from Part 1 from line 5a of *Schedule E/F*..... \$ **0.00****3b. Total amount of claims of nonpriority amount of unsecured claims:**Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*..... +\$ **989,726.00****4. Total liabilities**

Lines 2 + 3a + 3b

\$ **2,093,743.00**

Fill in this information to identify the case:Debtor name **Three Partridge Road, Inc.**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF CALIFORNIA - SAN FRANCISCO
DIVISION**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**

- ☐ No. Go to Part 2.
☒ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor**Current value of
debtor's interest****3. Checking, savings, money market, or financial brokerage accounts (Identify all)**

Name of institution (bank or brokerage firm)

Type of account

Last 4 digits of account
number3.1. **Bank of America****checking****0513****\$0.00**3.2. **Bank of America****checking****9552****\$0.00**3.3. **Bank of America****checking****8559****\$0.00****4. Other cash equivalents (Identify all)****5. Total of Part 1.**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$0.00**Part 2: Deposits and Prepayments****6. Does the debtor have any deposits or prepayments?**

- ☒ No. Go to Part 3.
☐ Yes Fill in the information below.

Part 3: Accounts receivable**10. Does the debtor have any accounts receivable?**

Debtor Three Partridge Road, Inc.
Name

Case number (If known) _____

- ☐ No. Go to Part 4.
☒ Yes Fill in the information below.

11. **Accounts receivable**
11a. 90 days old or less: 57,000.00 - 0.00 = \$57,000.00
face amount doubtful or uncollectible accounts

12. **Total of Part 3.**
Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$57,000.00

Part 4: Investments

13. Does the debtor own any investments?

- ☒ No. Go to Part 5.
☐ Yes Fill in the information below.

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

- ☐ No. Go to Part 6.
☒ Yes Fill in the information below.

| General description | Date of the last physical inventory | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|--|-------------------------------------|---|---|------------------------------------|
| 19. Raw materials | | | | |
| 20. Work in progress | | | | |
| 21. Finished goods, including goods held for resale Pet accessories and men's accessories Value of is an estimate based on cost of goods sold. | February 2024 | \$0.00 | Recent cost | \$150,000.00 |

22. Other inventory or supplies

23. **Total of Part 5.**
Add lines 19 through 22. Copy the total to line 84.

\$150,000.00

24. Is any of the property listed in Part 5 perishable?

- ☒ No
☐ Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

☐ No
☒ Yes. Book value 0.00 Valuation method cost Current Value 26,000.00

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

- ☒ No
☐ Yes

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

Official Form 206A/B

Schedule A/B Assets - Real and Personal Property

page 2

Debtor Three Partridge Road, Inc.
Name

Case number (If known) _____

- ☒ No. Go to Part 7.
☐ Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- ☐ No. Go to Part 8.
☒ Yes Fill in the information below.

| | General description | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|-----|--|--|---|------------------------------------|
| 39. | Office furniture | | | |
| 40. | Office fixtures | | | |
| 41. | Office equipment, including all computer equipment and communication systems equipment and software Miscellaneous office equipment: 9 computers, 6 printers, forklift | Unknown | | \$5,000.00 |

42. **Collectibles** Examples: Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles

43. **Total of Part 7.**
Add lines 39 through 42. Copy the total to line 86.

| |
|-------------------|
| \$5,000.00 |
|-------------------|

44. Is a depreciation schedule available for any of the property listed in Part 7?

- ☒ No
☐ Yes

45. Has any of the property listed in Part 7 been appraised by a professional within the last year?

- ☒ No
☐ Yes

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- ☐ No. Go to Part 9.
☒ Yes Fill in the information below.

| | General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number) | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|-------|---|--|---|------------------------------------|
| 47. | Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles | | | |
| 47.1. | Tesla 2022 Model 3 Mileage is approx 16,000 | \$0.00 | N/A | \$26,980.00 |

48. **Watercraft, trailers, motors, and related accessories** Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

49. **Aircraft and accessories**

Debtor Three Partridge Road, Inc.
Name

Case number (If known) _____

50. **Other machinery, fixtures, and equipment (excluding farm machinery and equipment)**

51. **Total of Part 8.**

Add lines 47 through 50. Copy the total to line 87.

\$26,980.00

52. **Is a depreciation schedule available for any of the property listed in Part 8?**

☒ No

☐ Yes

53. **Has any of the property listed in Part 8 been appraised by a professional within the last year?**

☒ No

☐ Yes

Part 9: Real property

54. **Does the debtor own or lease any real property?**

☒ No. Go to Part 10.

☐ Yes Fill in the information below.

Part 10: Intangibles and intellectual property

59. **Does the debtor have any interests in intangibles or intellectual property?**

☐ No. Go to Part 11.

☒ Yes Fill in the information below.

| | General description | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|-----|--|--|---|------------------------------------|
| 60. | Patents, copyrights, trademarks, and trade secrets SPOTTED BY HUMPHREY | \$0.00 | | Unknown |
| 61. | Internet domain names and websites urbanedc.com, urbanedcsupply.com, spottedbyhumphrey.com and related Instagram and Facebook pages | \$0.00 | | Unknown |
| 62. | Licenses, franchises, and royalties | | | |
| 63. | Customer lists, mailing lists, or other compilations Customer List | \$0.00 | | Unknown |
| 64. | Other intangibles, or intellectual property | | | |
| 65. | Goodwill General goodwill | \$0.00 | | Unknown |

66. **Total of Part 10.**

Add lines 60 through 65. Copy the total to line 89.

\$0.00

67. **Do your lists or records include personally identifiable information of customers** (as defined in 11 U.S.C. §§ 101(41A) and 107?

☒ No

☐ Yes

Debtor Three Partridge Road, Inc.
Name

Case number (If known) _____

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

☒ No

☐ Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

☒ No

☐ Yes

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

☒ No. Go to Part 12.

☐ Yes Fill in the information below.

Debtor Three Partridge Road, Inc.
Name

Case number (If known) _____

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

| Type of property | Current value of personal property | Current value of real property |
|---|------------------------------------|--------------------------------|
| 80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i> | <u>\$0.00</u> | |
| 81. Deposits and prepayments. <i>Copy line 9, Part 2.</i> | <u>\$0.00</u> | |
| 82. Accounts receivable. <i>Copy line 12, Part 3.</i> | <u>\$57,000.00</u> | |
| 83. Investments. <i>Copy line 17, Part 4.</i> | <u>\$0.00</u> | |
| 84. Inventory. <i>Copy line 23, Part 5.</i> | <u>\$150,000.00</u> | |
| 85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i> | <u>\$0.00</u> | |
| 86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i> | <u>\$5,000.00</u> | |
| 87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i> | <u>\$26,980.00</u> | |
| 88. Real property. <i>Copy line 56, Part 9.....></i> | | <u>\$0.00</u> |
| 89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i> | <u>\$0.00</u> | |
| 90. All other assets. <i>Copy line 78, Part 11.</i> | + <u>\$0.00</u> | |
| 91. Total. Add lines 80 through 90 for each column | <u>\$238,980.00</u> | + 91b. <u>\$0.00</u> |
| 92. Total of all property on Schedule A/B. Add lines 91a+91b=92 | | <u>\$238,980.00</u> |

Fill in this information to identify the case:Debtor name **Three Partridge Road, Inc.**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF CALIFORNIA - SAN FRANCISCO
DIVISION**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206D****Schedule D: Creditors Who Have Claims Secured by Property****12/15**

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☒ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

| | | Column A Amount of claim Do not deduct the value of collateral. | Column B Value of collateral that supports this claim |
|------------|---|---|--|
| 2.1 | Credibly Creditor's Name 25200 Telegraph Rd. Southfield, MI 48033 Creditor's mailing address Creditor's email address, if known Date debt was incurred 6/12/2023 Last 4 digits of account number Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority. | Describe debtor's property that is subject to a lien Present and future receivables Describe the lien UCC-1 Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H) As of the petition filing date, the claim is: Check all that apply <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed | \$8,828.00 \$150,000.00 |

| | | | |
|------------|---|--|--|
| 2.2 | Fundamental Capital LLC dba Nexi Finance Creditor's Name 20803 Biscayne Blvd., Ste. 300 Aventura, FL 33180 Creditor's mailing address Creditor's email address, if known Date debt was incurred 10/26/2023 Last 4 digits of account number 9448 | Describe debtor's property that is subject to a lien Blanket lien on debtor's assets. Value of collateral estimated based on cost of goods sold." Describe the lien UCC-1 Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H) | \$450,000.00 \$150,000.00 |
|------------|---|--|--|

Debtor **Three Partridge Road, Inc.**
Name

Case number (if known)

Do multiple creditors have an interest in the same property?

☒ No

☐ Yes. Specify each creditor, including this creditor and its relative priority.

As of the petition filing date, the claim is:

Check all that apply

☐ Contingent

☐ Unliquidated

☒ Disputed

2.3 Hanover Bank

Creditor's Name

**80 East Jericho Turnpike
Mineola, NY 11501**

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred

8/8/2023

Last 4 digits of account number

4277

Do multiple creditors have an interest in the same property?

☒ No

☐ Yes. Specify each creditor, including this creditor and its relative priority.

Describe debtor's property that is subject to a lien

\$343,294.00

\$150,000.00

Lien on Debtor's assets - first position

Value of collateral estimated based on cost of goods sold."

Describe the lien

UCC-1

Is the creditor an insider or related party?

☒ No

☐ Yes

Is anyone else liable on this claim?

☐ No

☒ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply

☐ Contingent

☐ Unliquidated

☐ Disputed

2.4 Stripe

Creditor's Name

**354 Oyster Point Blvd.
South San Francisco, CA
94080**

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred

11/14/2022

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

☒ No

☐ Yes. Specify each creditor, including this creditor and its relative priority.

Describe debtor's property that is subject to a lien

\$235,774.00

\$150,000.00

Pet accessories and men's accessories

Value of is an estimate based on cost of goods sold.

Describe the lien

UCC-1

Is the creditor an insider or related party?

☒ No

☐ Yes

Is anyone else liable on this claim?

☒ No

☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply

☐ Contingent

☐ Unliquidated

☐ Disputed

2.5 TVT 2.0 LLC

Creditor's Name

**c/o Brody Valerga
Valerga LLP
395 S. Main St., #201
Alpine, UT 84004**

Creditor's mailing address

Describe debtor's property that is subject to a lien

\$30,406.00

\$150,000.00

Blanket lien on assets

Value of collateral estimated based on cost of goods sold.

Describe the lien

Debtor **Three Partridge Road, Inc.**
Name

Case number (if known)

UCC-1

Is the creditor an insider or related party?

☒ No

☐ Yes

Is anyone else liable on this claim?

☐ No

☒ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

Creditor's email address, if known

Date debt was incurred

9/29/2023

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

☒ No

☐ Yes. Specify each creditor, including this creditor and its relative priority.

As of the petition filing date, the claim is:

Check all that apply

☐ Contingent

☐ Unliquidated

☒ Disputed

2.6 U.S. Bank

Creditor's Name

**P.O. Box 790408
Saint Louis, MO 63179**

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred

2022

Last 4 digits of account number

6502

Do multiple creditors have an interest in the same property?

☒ No

☐ Yes. Specify each creditor, including this creditor and its relative priority.

Describe debtor's property that is subject to a lien

**Tesla 2022 Model 3
Mileage is approx 16,000**

\$35,715.00

\$26,980.00

Describe the lien

Purchase Money Security

Is the creditor an insider or related party?

☒ No

☐ Yes

Is anyone else liable on this claim?

☐ No

☒ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply

☐ Contingent

☐ Unliquidated

☐ Disputed

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$1,104,017.00

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address

**CT Corporation System
Attn: SPRS
330 N. Brand Blvd., Ste. 700
Glendale, CA 91203**

On which line in Part 1 did you enter the related creditor?

Line **2.5**

Last 4 digits of account number for this entity

**CT Corporation System
Attn: SPRS
330 N. Brand Blvd., Ste. 700
Glendale, CA 91203**

Line **2.1**

| | | | |
|--------|--|------------------------|-------------------|
| Debtor | Three Partridge Road, Inc. | Case number (if known) | |
| | Name | | |
| | Justin Boyd 100 Garden City Plaza, Ste. 410 Garden City, NY 11530 | Line | <u>2.2</u> |
| | Marcella G. Rabinovich 100 Merrick Rd. Ste. W212 Rockville Centre, NY 11570 | Line | <u>2.2</u> |
| | Stripe Servicing, Inc. 199 Water St. New York, NY 10038 | Line | <u>2.4</u> |
| | U.S. Small Business Admin 14925 Kingsport Road Fort Worth, TX 76155 | Line | <u>2.3</u> |

Fill in this information to identify the case:Debtor name **Three Partridge Road, Inc.**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF CALIFORNIA - SAN FRANCISCO
DIVISION**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims****12/15**

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims**1. Do any creditors have priority unsecured claims?** (See 11 U.S.C. § 507).☐ No. Go to Part 2.☒ Yes. Go to line 2.**2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part.** If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

| | | | Total claim | Priority amount |
|-----|--|---|----------------|-----------------|
| 2.1 | Priority creditor's name and mailing address Cal. Dept of Tax and Fee Administration 450 N Street P.O. Box 942879 Sacramento, CA 94279 Date or dates debt was incurred Last 4 digits of account number Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8) | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | Unknown | Unknown |
| 2.2 | Priority creditor's name and mailing address Employment Development Dept. Bankruptcy Unit - MIC 92E P.O. Box 826880 Sacramento, CA 94280-0001 Date or dates debt was incurred Last 4 digits of account number Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8) | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | Unknown | Unknown |

Debtor **Three Partridge Road, Inc.**
Name

Case number (if known)

2.3 Priority creditor's name and mailing address
**Franchise Tax Board
State of California
P.O. Box 2952
Sacramento, CA 95812-5000**

As of the petition filing date, the claim is:
Check all that apply.
☐ Contingent
☐ Unliquidated
☐ Disputed

Unknown **Unknown**

Date or dates debt was incurred

Basis for the claim:

Last 4 digits of account number

Specify Code subsection of PRIORITY
unsecured claim: 11 U.S.C. § 507(a) (8)

Is the claim subject to offset?

☒ No
☐ Yes

2.4 Priority creditor's name and mailing address
**Internal Revenue Service
P.O. Box 7346
Philadelphia, PA 19101-7316**

As of the petition filing date, the claim is:
Check all that apply.
☐ Contingent
☐ Unliquidated
☐ Disputed

Unknown **Unknown**

Date or dates debt was incurred

Basis for the claim:

Last 4 digits of account number

Specify Code subsection of PRIORITY
unsecured claim: 11 U.S.C. § 507(a) (8)

Is the claim subject to offset?

☒ No
☐ Yes

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

3.1 Nonpriority creditor's name and mailing address
**American Express
P.O. Box 60819
City of Industry, CA 91716**
Date(s) debt was incurred ____
Last 4 digits of account number ____

As of the petition filing date, the claim is: *Check all that apply.*
☐ Contingent
☐ Unliquidated
☐ Disputed

Basis for the claim: **Business debt**

Is the claim subject to offset? ☒ No ☐ Yes

Amount of claim

\$20,583.00

3.2 Nonpriority creditor's name and mailing address
**AmTrust Financial
6610 Sierra College Blvd.
Rocklin, CA 95667**
Date(s) debt was incurred ____
Last 4 digits of account number **2452**

As of the petition filing date, the claim is: *Check all that apply.*
☐ Contingent
☐ Unliquidated
☐ Disputed

Basis for the claim: **Business debt**

Is the claim subject to offset? ☒ No ☐ Yes

\$9,771.00

3.3 Nonpriority creditor's name and mailing address
**Bank of America
P.O. Box 15796
Wilmington, DE 19886**
Date(s) debt was incurred ____
Last 4 digits of account number **8415**

As of the petition filing date, the claim is: *Check all that apply.*
☐ Contingent
☐ Unliquidated
☐ Disputed

Basis for the claim: **Business debt**

Is the claim subject to offset? ☒ No ☐ Yes

\$104,537.00

Debtor Three Partridge Road, Inc. Case number (if known) _____
Name

| | | | |
|------|--|---|---------------------|
| 3.4 | Nonpriority creditor's name and mailing address Bank of America P.O. Box 15796 Wilmington, DE 19886 Date(s) debt was incurred ____ Last 4 digits of account number <u>0839</u> | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | <u>\$15,178.00</u> |
| 3.5 | Nonpriority creditor's name and mailing address Bank of America P.O. Box 15796 Wilmington, DE 19886 Date(s) debt was incurred ____ Last 4 digits of account number <u>2696</u> | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | <u>\$46,717.00</u> |
| 3.6 | Nonpriority creditor's name and mailing address Bank of America P.O. Box 15796 Wilmington, DE 19886 Date(s) debt was incurred ____ Last 4 digits of account number <u>5848</u> | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | <u>\$9,960.00</u> |
| 3.7 | Nonpriority creditor's name and mailing address Bank of America P.O. Box 15796 Wilmington, DE 19886 Date(s) debt was incurred ____ Last 4 digits of account number <u>5823</u> | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | <u>\$48,500.00</u> |
| 3.8 | Nonpriority creditor's name and mailing address Capital One P.O. Box 60519 City of Industry, CA 91716 Date(s) debt was incurred ____ Last 4 digits of account number <u>9935</u> | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | <u>\$88,000.00</u> |
| 3.9 | Nonpriority creditor's name and mailing address Capital One P.O. Box 60519 City of Industry, CA 91716 Date(s) debt was incurred ____ Last 4 digits of account number <u>3448</u> | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | <u>\$115,806.00</u> |
| 3.10 | Nonpriority creditor's name and mailing address Capital One P.O. Box 60519 City of Industry, CA 91716 Date(s) debt was incurred ____ Last 4 digits of account number <u>3833</u> | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | <u>\$19,500.00</u> |

Debtor Three Partridge Road, Inc. Case number (if known) _____

Name

| | | | |
|------|---|---|---------------------|
| 3.11 | Nonpriority creditor's name and mailing address Chase Bank P.O. Box 6294 Carol Stream, IL 60197 Date(s) debt was incurred ____ Last 4 digits of account number <u>8293</u> | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | <u>\$18,977.00</u> |
| 3.12 | Nonpriority creditor's name and mailing address Comcast S 300 W Sandy, UT 84070 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | <u>\$210.00</u> |
| 3.13 | Nonpriority creditor's name and mailing address FedEx P.O. Box 7221 Pasadena, CA 91109 Date(s) debt was incurred ____ Last 4 digits of account number <u>9259</u> | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | <u>\$203,620.00</u> |
| 3.14 | Nonpriority creditor's name and mailing address Kidder Matthew 101 Montgomery St. Suite 2800 San Francisco, CA 94104 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | <u>\$2,295.00</u> |
| 3.15 | Nonpriority creditor's name and mailing address Paypal 2211 North First St. San Jose, CA 95131 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | <u>\$25,519.00</u> |
| 3.16 | Nonpriority creditor's name and mailing address ShipHero 55 W. Railroad Ave. Garnerville, NY 10923 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | <u>\$4,029.00</u> |
| 3.17 | Nonpriority creditor's name and mailing address Shrikant Joshi C-303, Park Xpress Opp. Balewadi High St. Pune 411045, Maharashtra INDIA Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | <u>\$10,750.00</u> |

Debtor **Three Partridge Road, Inc.** Case number (if known) _____
Name

3.18 Nonpriority creditor's name and mailing address **Stripe** As of the petition filing date, the claim is: Check all that apply. **\$235,774.00**
354 Oyster Point Blvd.
South San Francisco, CA 94080
Date(s) debt was incurred _____
Last 4 digits of account number _____
☐ Contingent
☐ Unliquidated
☐ Disputed
Basis for the claim: **Business debt**
Is the claim subject to offset? ☒ No ☐ Yes

3.19 Nonpriority creditor's name and mailing address **United Parcel Service** As of the petition filing date, the claim is: Check all that apply. **\$10,000.00**
28013 Network Place
Chicago, IL 60673
Date(s) debt was incurred _____
Last 4 digits of account number _____
☐ Contingent
☐ Unliquidated
☐ Disputed
Basis for the claim: **Business debt**
Is the claim subject to offset? ☒ No ☐ Yes

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

| | Name and mailing address | On which line in Part1 or Part 2 is the related creditor (if any) listed? | Last 4 digits of account number, if any |
|-----|---|---|---|
| 4.1 | AmTrust Financial Services P.O. Box 6939 Cleveland, OH 44101 | Line 3.2 <input type="checkbox"/> Not listed. Explain _____ | — |
| 4.2 | MRS 1930 Olney Ave. Cherry Hill, NJ 08003 | Line 3.9 <input type="checkbox"/> Not listed. Explain _____ | 0665 |

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1

5b. Total claims from Part 2

5c. Total of Parts 1 and 2

Lines 5a + 5b = 5c.

| Total of claim amounts | |
|------------------------|---------------|
| 5a. | \$ 0.00 |
| 5b. + | \$ 989,726.00 |
| 5c. | \$ 989,726.00 |

Fill in this information to identify the case:

Debtor name **Three Partridge Road, Inc.**

United States Bankruptcy Court for the: **NORTHERN DISTRICT OF CALIFORNIA - SAN FRANCISCO
DIVISION**

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

☐ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

☒ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1. State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

**Third party logistics/fulfillment services used to handle shipments to debtor's customers.
expires in February 2039**

**Fulfillment Hub USA LLC
430 Valley Dr.
Brisbane, CA 94005**

Fill in this information to identify the case:Debtor name **Three Partridge Road, Inc.**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF CALIFORNIA - SAN FRANCISCO
DIVISION**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206H
Schedule H: Your Codebtors****12/15**

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.☒ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

*Column 1: Codebtor**Column 2: Creditor***Name****Mailing Address****Name***Check all schedules that apply:*2.1 **Yong-Soo Chung****500 Masonic Ave., Apt. 8
San Francisco, CA 94117****Fundamental Capital
LLC dba Nexi
Finance**☒ D **2.2**
☐ E/F _____
☐ G _____2.2 **Yong-Soo Chung****500 Masonic Ave., Apt. 8
San Francisco, CA 94117****Hanover Bank**☒ D **2.3**
☐ E/F _____
☐ G _____2.3 **Yong-Soo Chung****500 Masonic Ave., Apt. 8
San Francisco, CA 94117****Bank of America**☐ D _____
☒ E/F **3.3**
☐ G _____2.4 **Yong-Soo Chung****500 Masonic Ave., Apt. 8
San Francisco, CA 94117****Bank of America**☐ D _____
☒ E/F **3.4**
☐ G _____

Debtor **Three Partridge Road, Inc.**

Case number (if known) _____

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor

Column 2: Creditor

| | | | | |
|-----|-----------------------|---|------------------------|--|
| 2.5 | Yong-Soo Chung | 500 Masonic Ave., Apt. 8 San Francisco, CA 94117 | Bank of America | <input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.5</u> <input type="checkbox"/> G _____ |
|-----|-----------------------|---|------------------------|--|

| | | | | |
|-----|-----------------------|---|------------------------|--|
| 2.6 | Yong-Soo Chung | 500 Masonic Ave., Apt. 8 San Francisco, CA 94117 | Bank of America | <input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.6</u> <input type="checkbox"/> G _____ |
|-----|-----------------------|---|------------------------|--|

| | | | | |
|-----|-----------------------|---|------------------------|--|
| 2.7 | Yong-Soo Chung | 500 Masonic Ave., Apt. 8 San Francisco, CA 94117 | Bank of America | <input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.7</u> <input type="checkbox"/> G _____ |
|-----|-----------------------|---|------------------------|--|

| | | | | |
|-----|-----------------------|---|--------------------|--|
| 2.8 | Yong-Soo Chung | 500 Masonic Ave., Apt. 8 San Francisco, CA 94117 | Capital One | <input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.8</u> <input type="checkbox"/> G _____ |
|-----|-----------------------|---|--------------------|--|

| | | | | |
|-----|-----------------------|---|--------------------|--|
| 2.9 | Yong-Soo Chung | 500 Masonic Ave., Apt. 8 San Francisco, CA 94117 | Capital One | <input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.9</u> <input type="checkbox"/> G _____ |
|-----|-----------------------|---|--------------------|--|

| | | | | |
|------|-----------------------|---|--------------------|---|
| 2.10 | Yong-Soo Chung | 500 Masonic Ave., Apt. 8 San Francisco, CA 94117 | Capital One | <input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.10</u> <input type="checkbox"/> G _____ |
|------|-----------------------|---|--------------------|---|

| | | | | |
|------|-----------------------|---|-------------------|---|
| 2.11 | Yong-Soo Chung | 500 Masonic Ave., Apt. 8 San Francisco, CA 94117 | Chase Bank | <input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.11</u> <input type="checkbox"/> G _____ |
|------|-----------------------|---|-------------------|---|

| | | | | |
|------|-----------------------|---|------------------|--|
| 2.12 | Yong-Soo Chung | 500 Masonic Ave., Apt. 8 San Francisco, CA 94117 | U.S. Bank | <input checked="" type="checkbox"/> D <u>2.6</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____ |
|------|-----------------------|---|------------------|--|

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor

Column 2: Creditor

| | | | | |
|------|-----------------------|---|--------------------|---|
| 2.13 | Yong-Soo Chung | 500 Masonic Ave., Apt. 8 San Francisco, CA 94117 | TVT 2.0 LLC | <div><div><input checked="" type="checkbox"/> D</div><div><input type="checkbox"/> E/F</div><div><input type="checkbox"/> G</div></div> <div>2.5</div> |
|------|-----------------------|---|--------------------|---|

Fill in this information to identify the case:Debtor name **Three Partridge Road, Inc.**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF CALIFORNIA - SAN FRANCISCO
DIVISION**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 207****Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy****04/22**

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income**1. Gross revenue from business**☐ None.**Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year****From the beginning of the fiscal year to filing date:**
From **1/01/2024** to **Filing Date****Sources of revenue**
Check all that apply☒ Operating a business☐ Other _____**Gross revenue**
(before deductions and exclusions)**\$628,450.00****For prior year:**
From **1/01/2023** to **12/31/2023**☒ Operating a business☐ Other _____**\$4,323,940.00****For year before that:**
From **1/01/2022** to **12/31/2022**☒ Operating a business☐ Other _____**\$5,519,120.00****2. Non-business revenue**

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None.**Description of sources of revenue****Gross revenue from each source**
(before deductions and exclusions)**Part 2: List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None.**Creditor's Name and Address****Dates****Total amount of value****Reasons for payment or transfer**
Check all that apply

| Creditor's Name and Address | Dates | Total amount of value | Reasons for payment or transfer <i>Check all that apply</i> |
|-----------------------------------|-------|-----------------------|---|
| 3.1. See attached schedule | | \$0.00 | <input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____ |

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☒ None.

| Insider's name and address Relationship to debtor | Dates | Total amount of value | Reasons for payment or transfer |
|--|-------|-----------------------|---------------------------------|
|--|-------|-----------------------|---------------------------------|

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

| Creditor's name and address | Describe of the Property | Date | Value of property |
|-----------------------------|--------------------------|------|-------------------|
|-----------------------------|--------------------------|------|-------------------|

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☐ None

| Creditor's name and address | Description of the action creditor took | Date action was taken | Amount |
|--|---|-----------------------|-------------------|
| Bank of America P.O. Box 15796 Wilmington, DE 19886 | Setoff by removing funds from debtor's account Last 4 digits of account number: _____ | May 22, 2024 | \$1,456.00 |
| Bank of America P.O. Box 15796 Wilmington, DE 19886 | Setoff by sweep of funds on account Last 4 digits of account number: _____ | May 22, 2024 | \$4,198.00 |

Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None.

| Case title Case number | Nature of case | Court or agency's name and address | Status of case |
|--|--------------------------|--|---|
| 7.1. Fundamental Capital LLC dba NEXI v. Three Partridge Road Inc et al. 45660-2024 | Collection Action | Mediation & Civil Arbitration, Inc. | <input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded |

Debtor **Three Partridge Road, Inc.**

Case number (if known) _____

| | Case title Case number | Nature of case | Court or agency's name and address | Status of case |
|------|---|-------------------|---|---|
| 7.2. | TVT 2.0 LLC v. Three Partridge Road, Inc. et al. 240902554 | Collection Action | Salt Lake County 450 S. State St. Salt Lake City, UT 84111 | <input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded |
| 7.3. | Fundamental Capital LLC v. Three Partridge Road, Inc. 608269/2024 | Collection action | Nassau County Supreme Court 100 Supreme Ct Dr. Mineola, NY 11501 | <input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded |

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None**Part 4: Certain Gifts and Charitable Contributions****9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**☒ None

| Recipient's name and address | Description of the gifts or contributions | Dates given | Value |
|------------------------------|---|-------------|-------|
|------------------------------|---|-------------|-------|

Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**☒ None

| Description of the property lost and how the loss occurred | Amount of payments received for the loss If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property). | Dates of loss | Value of property lost |
|---|--|---------------|---------------------------|
|---|--|---------------|---------------------------|

Part 6: Certain Payments or Transfers**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.

Payments Within Past 90 Days

| Date | Description | Amount |
|-------------|--|---------------|
| 3/12/2024 | Nexi Fundamental DES:2122010747 ID:111576400 INDN:Growth Jet Spotted By CO ID:9472303509 CCD | -\$12,955.07 |
| 3/11/2024 | Credibly DES:8886641444 ID:111497298 INDN:THREE PARTRIDGE ROAD I CO ID:9471419528 CCD | -\$8,288.53 |
| 4/8/2024 | CAPITAL ONE DES:ONLINE PMT ID:3X9Y2ZYIWC2TNMG INDN:YONGSOO CHUNG CO ID:9279744391 CCD | -\$5,000.00 |
| 3/7/2024 | CAPITAL ONE DES:ONLINE PMT ID:3X379NE5PFJD0BA INDN:YONGSOO CHUNG CO ID:9279744391 CCD | -\$4,000.00 |
| 4/12/2024 | CAPITAL ONE DES:ONLINE PMT ID:3XAL7WQ0MKC9GBC INDN:YONGSOO CHUNG CO ID:9279744391 CCD | -\$3,000.00 |
| 3/21/2024 | CAPITAL ONE DES:ONLINE PMT ID:3X65IU36PV20R14 INDN:YONGSOO CHUNG CO ID:9279744391 CCD | -\$2,000.00 |
| 4/15/2024 | CAPITAL ONE DES:ONLINE PMT ID:3XB05BV4M99C7O8 INDN:YONGSOO CHUNG CO ID:9279744391 CCD | -\$2,000.00 |
| 4/11/2024 | CAPITAL ONE DES:ONLINE PMT ID:3XADN4U0HZOUFO8 INDN:YONGSOO CHUNG CO ID:9279744391 CCD | -\$700.00 |
| 3/12/2024 | CAPITAL ONE DES:ONLINE PMT ID:3X48VNOJ8VZ07VC INDN:YONGSOO CHUNG CO ID:9279744391 CCD | -\$10,000.00 |
| 3/8/2024 | CAPITAL ONE DES:ONLINE PMT ID:3X3EVAJUQGJ4XQW INDN:YONGSOO CHUNG CO ID:9279744391 CCD | -\$9,000.00 |
| 3/13/2024 | CAPITAL ONE DES:ONLINE PMT ID:3X4GT9FKPYJBH7C INDN:YONGSOO CHUNG CO ID:9279744391 CCD | -\$5,000.00 |
| 3/14/2024 | CAPITAL ONE DES:ONLINE PMT ID:3X4O5AU2SM0FXEG INDN:YONGSOO CHUNG CO ID:9279744391 CCD | -\$4,000.00 |
| 4/8/2024 | CAPITAL ONE DES:ONLINE PMT ID:3X9BQ8B9U8RI8K8 INDN:YONGSOO CHUNG CO ID:9279744391 CCD | -\$500.00 |
| 4/19/2024 | CAPITAL ONE DES:ONLINE PMT ID:3XC9HGC14WCWA1K INDN:YONGSOO CHUNG CO ID:9279744391 CCD | -\$500.00 |
| 4/22/2024 | CAPITAL ONE DES:ONLINE PMT ID:3XCP7U9OPC231ZS INDN:YONGSOO CHUNG CO ID:9279744391 CCD | -\$200.00 |
| 4/22/2024 | CAPITAL ONE DES:ONLINE PMT ID:3XCOS05QQPVJ2L4 INDN:YONGSOO CHUNG CO ID:9279744391 CCD | -\$200.00 |

| | Who was paid or who received the transfer? Address | If not money, describe any property transferred | Dates | Total amount or value |
|-------|---|---|---|-----------------------|
| 11.1. | Finestone Hayes LLP 456 Montgomery St., 20th Floor San Francisco, CA 94104 | | \$10,000 on April 16, 2024 \$25,000 on May 30, 2024 \$15,000 on June 7, 2024 | \$50,000.00 |
| | Email or website address sfinestone@fhllawllp.com | | | |
| | Who made the payment, if not debtor? | | | |

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None.

| Name of trust or device | Describe any property transferred | Dates transfers were made | Total amount or value |
|-------------------------|-----------------------------------|---------------------------|-----------------------|
|-------------------------|-----------------------------------|---------------------------|-----------------------|

13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☐ None.

| | Who received transfer? Address | Description of property transferred or payments received or debts paid in exchange | Date transfer was made | Total amount or value |
|------|---|---|-------------------------|-----------------------|
| 13.1 | Jericho Project Inc. 430 Valley Dr. Brisbane, CA 94005 | Debtor entered into a three party agreement with its landlord and Fulfillment Hub USA, LLC ("Hub") in which debtor sublet its leased property to Hub and forfeited its \$50,000 security deposit with the landlord, in return for which debtor was released from its sublease and any obligations under a work agreement with Jericho Project. | February 5, 2024 | \$50,000.00 |
| | Relationship to debtor none | | | |

Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☒ Does not apply

| Address | Dates of occupancy From-To |
|---------|-------------------------------|
|---------|-------------------------------|

Part 8: Health Care Bankruptcies

15. Health Care bankruptcies

Is the debtor primarily engaged in offering services and facilities for:
- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☒ No. Go to Part 9.
☐ Yes. Fill in the information below.

Facility name and address

Nature of the business operation, including type of services the debtor provides

If debtor provides meals and housing, number of patients in debtor's care

Part 9: Personally Identifiable Information**16. Does the debtor collect and retain personally identifiable information of customers?**

- ☒ No.
☐ Yes. State the nature of the information collected and retained.

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☒ No. Go to Part 10.
☐ Yes. Does the debtor serve as plan administrator?

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☐ None

Financial Institution name and Address

Last 4 digits of account number

Type of account or instrument

Date account was closed, sold, moved, or transferred

Last balance before closing or transfer

18.1. **Bank of America**

XXXX-5823

- ☐ Checking
☐ Savings
☐ Money Market
☐ Brokerage
☒ Other _____

Feb. 9, 2024

\$49,529.00

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address

Names of anyone with access to it
Address

Description of the contents

Does debtor still have it?

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☐ None

| Facility name and address | Names of anyone with access to it | Description of the contents | Does debtor still have it? |
|---------------------------|-----------------------------------|-----------------------------|----------------------------|
|---------------------------|-----------------------------------|-----------------------------|----------------------------|

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☐ None**Part 12: Details About Environment Information**

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

- ☐ No.
☐ Yes. Provide details below.

| Case title Case number | Court or agency name and address | Nature of the case | Status of case |
|---------------------------|----------------------------------|--------------------|----------------|
|---------------------------|----------------------------------|--------------------|----------------|

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- ☐ No.
☐ Yes. Provide details below.

| Site name and address | Governmental unit name and address | Environmental law, if known | Date of notice |
|-----------------------|------------------------------------|-----------------------------|----------------|
|-----------------------|------------------------------------|-----------------------------|----------------|

24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☐ No.
☐ Yes. Provide details below.

| Site name and address | Governmental unit name and address | Environmental law, if known | Date of notice |
|-----------------------|------------------------------------|-----------------------------|----------------|
|-----------------------|------------------------------------|-----------------------------|----------------|

Part 13: Details About the Debtor's Business or Connections to Any Business**25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☐ None

| Business name address | Describe the nature of the business | Employer Identification number Do not include Social Security number or ITIN. Dates business existed |
|-----------------------|-------------------------------------|--|
|-----------------------|-------------------------------------|--|

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None**Name and address****Date of service
From-To**

26a.1. **Eco-Tax Inc.**
2709 Coney Island Ave.
Brooklyn, NY 11235

2015-2024

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☒ None

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None**Name and address****If any books of account and records are
unavailable, explain why**

26c.1. **Eco-Tax Inc.**
2709 Coney Island Ave.
Brooklyn, NY 11235

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☒ None**Name and address****27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No☐ Yes. Give the details about the two most recent inventories.**Name of the person who supervised the taking of the
inventory****Date of inventory****The dollar amount and basis (cost, market,
or other basis) of each inventory****28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.****Name****Address****Position and nature of any
interest****% of interest, if
any
Owns 100% of
the shares.****Yong-Soo Chung****500 Masonic Ave., Apt. 8
San Francisco, CA 94117****CEO, Secretary, CFO****29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?**☒ No☐ Yes. Identify below.**30. Payments, distributions, or withdrawals credited or given to insiders**

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

Debtor **Three Partridge Road, Inc.**

Case number (if known) _____

- ☐ No
☐ Yes. Identify below.

| Name and address of recipient | Amount of money or description and value of property | Dates | Reason for providing the value |
|-------------------------------|--|-------|--------------------------------|
|-------------------------------|--|-------|--------------------------------|

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☐ No
☐ Yes. Identify below.

| Name of the parent corporation | Employer Identification number of the parent corporation |
|--------------------------------|--|
|--------------------------------|--|

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☐ No
☐ Yes. Identify below.

| Name of the pension fund | Employer Identification number of the pension fund |
|--------------------------|--|
|--------------------------|--|

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **June 11, 2024**

/s/ Yong-Soo Chung
Signature of individual signing on behalf of the debtor

Yong-Soo Chung
Printed name

Position or relationship to debtor **CEO**

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- ☐ No
☐ Yes

**United States Bankruptcy Court
Northern District of California - San Francisco Division**

In re Three Partridge Road, Inc.

Debtor(s)

Case No.
Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|--|----------------|---------------------------|------------------|
| Yong-Soo Chung 500 Masonic Ave., Apt. 8 San Francisco, CA 94117 | | 100% of the shares | |

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **CEO** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date June 11, 2024

Signature /s/ Yong-Soo Chung
Yong-Soo Chung

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA - SAN FRANCISCO DIVISION**

In re
Three Partridge Road, Inc.

Case No.

Debtor(s). _____ /

CREDITOR MATRIX COVER SHEET

I declare that the attached Creditor Mailing Matrix, consisting of 4 sheets, contains the correct, complete and current names and addresses of all priority, secured and unsecured creditors listed in debtor's filing and that this matrix conforms with the Clerk's promulgated requirements.

Date: June 11, 2024

/s/ Yong-Soo Chung

Yong-Soo Chung/CEO

Signer/Title

American Express
P.O. Box 60819
City of Industry, CA 91716

AmTrust Financial
6610 Sierra College Blvd.
Rocklin, CA 95667

AmTrust Financial Services
P.O. Box 6939
Cleveland, OH 44101

Bank of America
P.O. Box 15796
Wilmington, DE 19886

Cal. Dept of Tax and Fee Administration
450 N Street
P.O. Box 942879
Sacramento, CA 94279

Capital One
P.O. Box 60519
City of Industry, CA 91716

Chase Bank
P.O. Box 6294
Carol Stream, IL 60197

Comcast
S 300 W
Sandy, UT 84070

Credibly
25200 Telegraph Rd.
Southfield, MI 48033

CT Corporation System
Attn: SPRS
330 N. Brand Blvd., Ste. 700
Glendale, CA 91203

Employment Development Dept.
Bankruptcy Unit - MIC 92E
P.O. Box 826880
Sacramento, CA 94280-0001

FedEx
P.O. Box 7221
Pasadena, CA 91109

Franchise Tax Board
State of California
P.O. Box 2952
Sacramento, CA 95812-5000

Fulfillment Hub USA LLC
430 Valley Dr.
Brisbane, CA 94005

Fundamental Capital LLC dba Nexi Finance
20803 Biscayne Blvd., Ste. 300
Aventura, FL 33180

Hanover Bank
80 East Jericho Turnpike
Mineola, NY 11501

Internal Revenue Service
P.O. Box 7346
Philadelphia, PA 19101-7316

Justin Boyd
100 Garden City Plaza, Ste. 410
Garden City, NY 11530

Kidder Matthew
101 Montgomery St.
Suite 2800
San Francisco, CA 94104

Marcella G. Rabinovich
100 Merrick Rd. Ste. W212
Rockville Centre, NY 11570

MRS
1930 Olney Ave.
Cherry Hill, NJ 08003

Paypal
2211 North First St.
San Jose, CA 95131

ShipHero
55 W. Railroad Ave.
Garnerville, NY 10923

Shrikant Joshi
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14925 Kingsport Road
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United Parcel Service
28013 Network Place
Chicago, IL 60673

Yong-Soo Chung
500 Masonic Ave., Apt. 8
San Francisco, CA 94117

**United States Bankruptcy Court
Northern District of California - San Francisco Division**

In re **Three Partridge Road, Inc.**

Debtor(s)

Case No.
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Three Partridge Road, Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

☒ None [*Check if applicable*]

June 11, 2024

Date

/s/ Stephen D. Finestone

Stephen D. Finestone 125675

Signature of Attorney or Litigant

Counsel for **Three Partridge Road, Inc.**

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